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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
Treated as a Private Foundation

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

TED ARISON FAMILY FOUNDATION USA, INC

A Employer identification number

59-2128429

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

C/O SAFO, LLC

Room/suite

B Telephone number (see page 10 of the instructions)

20900 NE 30TH AVENUE, SUITE 1015

(305) 891-0017

City or town, state, and ZIP code

AVENTURA, FL 33180

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) ▶ \$ 476,527,747.

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

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

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 ☐**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)	0.			
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	9,447,093.	9,443,890.		ATCH 1
5a Gross rents	228,830.	228,830.		
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	19,361,915.			
b Gross sales price for all assets on line 6a	207,644,307.			
7 Capital gain net income (from Part IV, line 2)		19,361,915.		
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)	66,949.	66,949.		ATCH 2
12 Total. Add lines 1 through 11	29,104,787.	29,101,584.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	183,456.			183,456.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	334,679.	167,340.		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	216,837.	216,298.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	4,800,486.	1,188,710.		3,611,776.
24 Total operating and administrative expenses. Add lines 13 through 23	5,535,458.	1,572,348.		3,795,232.
25 Contributions, gifts, grants paid	12,947,265.			12,947,265.
26 Total expenses and disbursements. Add lines 24 and 25	18,482,723.	1,572,348.		16,742,497.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	10,622,064.			
b Net Investment Income (if negative, enter -0-)		27,529,236.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

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** ATCH 4

Form 990-PF (2010)

PAGE 1

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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	30,127,352.	9,588,048.	9,588,048.
	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 15 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)	42,319,608.	38,132,567.	39,002,083.
	b Investments - corporate stock (attach schedule) ATCH 6	102,949,987.	63,654,237.	81,074,236.
	c Investments - corporate bonds (attach schedule) ATCH 7	99,637,157.	114,233,363.	117,413,313.
	11 Investments - land, buildings, and equipment basis ▶ 3,482,796.			
Less accumulated depreciation (attach schedule) ▶	3,482,796.	3,482,796.	3,482,796.	
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 8	110,722,636.	167,837,426.	204,545,401.	
14 Land, buildings, and equipment basis ▶ 21,421,870.				
Less accumulated depreciation (attach schedule) ▶	18,935,123.	21,421,870.	21,421,870.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	408,174,659.	418,350,307.	476,527,747.	
Liabilities	17 Accounts payable and accrued expenses	0.	1,741.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	1,741.		
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	408,174,659.	418,348,566.	
	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)	408,174,659.	418,348,566.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	408,174,659.	418,350,307.		

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	408,174,659.
2 Enter amount from Part I, line 27a	2	10,622,064.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	418,796,723.
5 Decreases not included in line 2 (itemize) ▶ ATTACHMENT 9	5	448,157.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	418,348,566.

Form 990-PF (2010)

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PAGE 2

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)			2	19,361,915.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
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.					

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.

(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))
2009	17,385,362.	413,459,122.	0.042049
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
2 Total of line 1, column (d)			2 0.234708
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.046942
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 444,569,081.
5 Multiply line 4 by line 3			5 20,868,962.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 275,292.
7 Add lines 5 and 6			7 21,144,254.
8 Enter qualifying distributions from Part XII, line 4			8 19,229,244.

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	550,585.
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	550,585.
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	550,585.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	301,940.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	425,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	726,940.	
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	176,355.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 176,355. Refunded ☐ ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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)? 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		X
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
4a 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	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ FL, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2010 or the taxable year beginning in 2010 (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

Form 990-PF (2010)

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	15		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes X	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ATTACHMENT 10				

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 22 of the instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 22 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 2010 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 2010)	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 2010?	4b	X

Form 990-PF (2010)

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** ☐ Yes ☒ No
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** ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

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		183,456.	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 ☐

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
ATTACHMENT 12		68,208.
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 24 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	

Form 990-PF (2010)

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	406,992,502.
b	Average of monthly cash balances	1b	19,442,001.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	24,904,666.
d	Total (add lines 1a, b, and c)	1d	451,339,169.
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	451,339,169.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	6,770,088.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	444,569,081.
6	Minimum investment return. Enter 5% of line 5	6	22,228,454.

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	22,228,454.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	550,585.
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	550,585.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	21,677,869.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	21,677,869.
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	21,677,869.

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	16,742,497.
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	2,486,747.
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	19,229,244.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	19,229,244.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				21,677,869.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			18,485,650.	
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 19,229,244.				
a Applied to 2009, but not more than line 2a			18,485,650.	
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 2010 distributable amount				743,594.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				20,934,275.
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010 0.				

Form 990-PF (2010)

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PAGE 9

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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 13

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATTACHMENT 14				
Total			▶ 3a	12,947,265.
b Approved for future payment				
Total			▶ 3b	

Form 990-PF (2010)

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

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

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Signature of officer or trustee *[Signature]* Date *November 10, 2011* Title *President*

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	RICHARD S. WAGMAN	<i>ROS. J</i>	11/08/2011		P00300566
	Firm's name ▶ PRICEWATERHOUSECOOPERS LLP			Firm's EIN ▶ 13-4008324	
	Firm's address ▶ 1441 BRICKELL AVENUE, SUITE 1100 MIAMI, FL 33131-3429			Phone no 305-375-7400	

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

Kind of Property		Description				P r o 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)	
77,688.		ST SALES - SEE STATEMENT A PROPERTY TYPE: SECURITIES					VARIOUS	VARIOUS
							1,789,731.	
		LT SALES - SEE STATEMENT A PROPERTY TYPE: SECURITIES					VARIOUS	VARIOUS
							17494496.	
		CLASS ACTION SETTLEMENTS PROPERTY TYPE: SECURITIES					VARIOUS	VARIOUS
		0.					77,688.	
TOTAL GAIN (LOSS)							<u>19361915.</u>	

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)	
77,688.		ST SALES - SEE STATEMENT A PROPERTY TYPE: SECURITIES					VARIOUS 1,789,731.	VARIOUS
		LT SALES - SEE STATEMENT A PROPERTY TYPE: SECURITIES					VARIOUS 17494496.	VARIOUS
		CLASS ACTION SETTLEMENTS PROPERTY TYPE: SECURITIES 0.					VARIOUS 77,688.	VARIOUS
TOTAL GAIN (LOSS)							<u>19361915.</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.	109.	109.
J.P. MORGAN POOLED VENTURE CAPITAL	6,164.	6,164.
WHITEHALL PARALLEL GLOBAL	74,996.	74,996.
J.P. MORGAN DIRECT VENTURE CAPITAL	1.	1.
OTHER DIV. & INT. - NORTHERN TRUST	9,303,975.	9,300,772.
GUGGENHEIM PLUS II, L.P.	61,848.	61,848.
TOTAL	<u>9,447,093.</u>	<u>9,443,890.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INCOME/(LOSS) FROM PARTNERSHIPS	-28,809.	-28,809.
OTHER INCOME - NORTHERN TRUST	41,836.	41,836.
OTHER INCOME	5,700.	5,700.
F/X GAIN FROM FORM 4797	48,222.	48,222.
TOTALS	<u>66,949.</u>	<u>66,949.</u>

TED ARISON FAMILY FOUNDATION USA, INC

59-2128429

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	334,679.	167,340.
TOTALS	<u>334,679.</u>	<u>167,340.</u>

TED ARISON FAMILY FOUNDATION USA, INC

59-2128429

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FLORIDA REVENUE TAX	539.	0.
FOREIGN TAXES PAID	216,298.	216,298.
TOTALS	<u>216,837.</u>	<u>216,298.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MANAGEMENT FEES	962,277.	962,277.	0.
CUSTODY FEES	145,795.	145,795.	0.
PASS THRU K-1 OTHER DEDUCTIONS	3,776.	3,776.	0.
PASS THRU K-1 PORT. DEDUCTIONS	76,862.	76,862.	0.
OTHER EXPENSES			
TEMPORARY LABOR			
EXPENSES FOR TAFF - ISRAEL:			
SALARIES & WAGES	1,504,597.	0.	1,504,597.
FOREIGN PROPERTY TAXES	95,328.	0.	95,328.
EMPLOYEE BENEFITS	415,681.	0.	415,681.
RENTAL EXPENSE	61,189.	0.	61,189.
REPAIRS & MAINTENANCE	199,628.	0.	199,628.
PROFESSIONAL FEES - LEGAL	56,440.	0.	56,440.
PROFESSIONAL FEES - OTHER	189,507.	0.	189,507.
OFFICE SUPPLIES	31,716.	0.	31,716.
PRINTING & PUBLICATIONS	9,113.	0.	9,113.
TRAVEL EXPENSES	293,415.	0.	293,415.
MARKETING EXPENSES	208,340.	0.	208,340.
UTILITIES EXPENSES	46,360.	0.	46,360.
BANK FEES	1,392.	0.	1,392.
SUPPLIES	456,039.	0.	456,039.
OTHER EXPENSES	43,031.	0.	43,031.
TOTALS	<u>4,800,486.</u>	<u>1,188,710.</u>	<u>3,611,776.</u>

TED ARISON FAMILY FOUNDATION USA, INC

59-2128429

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OTHER DOMESTIC	63,654,237.	81,074,236.
TOTALS	<u>63,654,237.</u>	<u>81,074,236.</u>

TED ARISON FAMILY FOUNDATION USA, INC

59-2128429

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS	114,233,363.	117,413,313.
TOTALS	<u>114,233,363.</u>	<u>117,413,313.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AURORA OFFSHORE FUND LTD II	9,300,000.	11,327,547.
GUGGENHEIM PLUS II, LP	9,005,320.	7,617,413.
HYPERION	582,444.	920,509.
APAX EUROPE VII-B LP	4,708,254.	4,530,218.
WHITEHALL	411,897.	683,700.
ALTIMA HEDGE FUND	7,000,000.	6,175,805.
YORK CREDIT FUND	7,000,000.	9,142,797.
INTERNATIONAL EQUITY SECURITY	62,029,813.	85,955,540.
CD&R FUND VII	2,703,025.	3,051,126.
CAP II PRIVATE INVESTORS	1,177,246.	1,429,494.
APOLLO INVESTMENT FUND VI	1,626,983.	1,974,998.
JP MORGAN VENT CAP PRVT INVEST	1,134,991.	1,365,428.
JP MORGAN MOSAIC REIT	211.	1.
MUTUAL FUNDS	36,157,242.	43,808,518.
GRACIE INTERNATIONAL CREDIT OP	5,000,000.	5,205,126.
STANDARD PACIFIC CAP OFFSHORE	10,000,000.	11,028,935.
WINTON FUTURES FUND	10,000,000.	10,328,246.
TOTALS	167,837,426.	204,545,401.

ATTACHMENT 9FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BOOK/TAX DIFFERENCE - ASSET VALUATION	369,660.
BOOK/TAX DIFFERENCE	78,497.
TOTAL	<u>448,157.</u>

TED ARISON FAMILY FOUNDATION USA, INC

59-2128429

ATTACHMENT 10

FORM 990PF, PART VII-A, LINE 16 - LIST OF FOREIGN COUNTRIES

UNITED KINGDOM
ISRAEL

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	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SHARI ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	CHAIRMAN 5.00	0.	0.	0.
SHLOMIT DE-VRIES 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	VICE PRES./PART TIME 5.00	0.	0.	0.
MARILYN ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	TRUSTEE/PART TIME 5.00	0.	0.	0.
JASON ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	CEO/FULL TIME 40.00	183,456.	0.	0.
DAVID ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	TRUSTEE/PART TIME 5.00	0.	0.	0.
CASSIE ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	TRUSTEE/PART TIME 5.00	0.	0.	0.
GRAND TOTALS		183,456.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
SHELDON SCHNEIDER 4082 BATTERSEA ROAD COCONUT GROVE, FL 33133	INVESTMENT ADVISOR	68,208.
TOTAL COMPENSATION		<u>68,208.</u>

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

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	NONE	PUBLIC CHARITIES		
TOTAL GRANTS PAID - SEE STATEMENT B			GENERAL FUND	12,947,265.
			TOTAL CONTRIBUTIONS PAID	<u>12,947,265.</u>

ATTACHMENT 14

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**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

2010

Name of estate or trust

TED ARISON FAMILY FOUNDATION USA, INC

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 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	1,789,731.
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 2009 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	1,789,731.

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 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	17,572,184.
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 2009 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	17,572,184.

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

Schedule D (Form 1041) 2010

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PAGE 31

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		1,789,731.
14	Net long-term gain or (loss):			
a	Total for year	14a		17,572,184.
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		19,361,915.

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	()

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 2010 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 2010 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) 2010

Department of the Treasury
Internal Revenue Service

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

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

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	1,789,731.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

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PAGE 33

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.

TED ARISON FAMILY FOUNDATION USA, INC

Identifying number
59-2128429

1 Enter the gross proceeds from sales or exchanges reported to you for 2010 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 42

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 1						48,222.

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 34 and 41a

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

48,222.

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 38, 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** (2010)

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 36 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 (2010)

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PAGE 36

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ATTACHMENT 1

[illegible]

TED ARISON FAMILY FOUNDATION USA, INC.
YEAR ENDED DECEMBER 31, 2010
DETAIL WORKSHEET FOR GAINS/LOSSES

	Total Proceeds	Total Cost	Realized G/L	ST Breakout	LT Breakout
Northern Trust (various accounts) - See Attached Statement	207,566,619	(186,862,869)	20,703,750	2,868,426	17,835,324
Short Term Capital Gain Adjustment			(1,112,241)	(1,112,241)	
<u>Schedules K-1</u>					
J P Morgan Direct			17	-	17
J P Morgan Pooled			54,670	1,884	52,786
Hyperion Israel			(410,205)	-	(410,205)
Whitehall Parallel			63,480	-	63,480
Guggenheim			(15,244)	31,662	(46,906)
Subtotal for Schedules K-1			(307,282)	33,546	(340,828)
Subtotal for all Securities above (as shown on tax return):			19,284,227	1,789,731	17,494,496
<u>Other Capital Gains/Losses</u>					
Class Action Proceeds	77,688	-	77,688	-	77,688
TOTALS	207,644,307		19,361,915	1,789,731	17,572,183.81

Taxable Reports

01 Jan 10 - 31 Dec 10 .

Account number TAFFUS

TA FAMILY FOUNDATION USA

Page 1 of 10

◆ Realized Gain/Loss Summary - Taxable

	Proceeds	Cost	Market		Realized gain/loss			
			Short Term	Long Term	Translation	Short Term	Long Term	Total
Sales								
Equities								
Common stock								
Australia - AUD	2,019,499 43	-1,903,677 57	-44,419 24	-39,759 03	200,000 13	-30,261 14		146,083 00
Australia - USD	431,880 46	-403,245 84	0 00	28,634 62	0 00	0 00		28,634 62
Austria - EUR	62,942 19	-65,456 36	2,788 08	0 00	-5,302 25	-2,514 17		0 00
Belgium - EUR	98,993 29	-110,543 06	0 00	-6,526 67	-5,023 10	0 00		-11,549 77
Canada - CAD	1,619,738 74	-996,840 97	-32,599 42	548,047 66	107,449 53	-22,193 38		645,091 15
Canada - USD	1,107,571 69	-891,953 34	4,127 35	211,491 00	0 00	4,127 35		211,491 00
China - HKD	369,002 33	-350,971 05	-5,272 77	24,146 10	-842 05	-5,861 06		23,892 34
Denmark - DKK	200,014 89	-173,421 91	40,874 54	2,635 53	-16,917 09	26,055 15		537 83
Finland - EUR	128,725 70	-126,966 47	-682 07	0 00	2,441 30	1,759 23		0 00
France - EUR	2,018,670 35	-2,215,222 16	2,675 14	-71,607 21	-127,619 74	-49,231 25		-147,320 56
France - USD	20,664 37	-22,168 84	-1,504 47	0 00	0 00	-1,504 47		0 00
Germany - EUR	1,021,649 41	-953,628 81	20,588 49	71,060 98	-23,628 87	17,052 82		50,967 78
Germany - USD	159,201 84	-200,590 32	-19,390 49	-21,997 99	0 00	-19,390 49		-21,997 99
Hong Kong - HKD	641,323 37	-524,450 86	9,382 40	108,342 34	-852 23	8,346 57		108,525 94
India - USD	333,544 07	-278,996 99	-9,010 57	63,557 65	0 00	-9,010 57		63,557 65
Ireland - EUR	534,826 29	-418,844 19	1,067 87	108,812 03	6,102 20	822 30		115,159 80
Israel - USD	20,838 52	-21,721 72	-883 20	0 00	0 00	-883 20		0 00
Japan - JPY	3,290,892 95	-3,074,306 31	11,886 87	-232,420 02	437,119 79	11,813 72		204,772 92
KOREA, REPUBLIC OF - USD	220,970 00	-107,781 80	0 00	113,188 20	0 00	0 00		113,188 20

Northern Trust

STATEMENT A

Taxable Reports

01 Jan 10 - 31 Dec 10

Account number TAFFUS

TA FAMILY FOUNDATION USA

Page 2 of 10

◆ Realized Gain/Loss Summary - Taxable

	Realized gain/loss					
	Market		Total			
	Proceeds	Cost	Short Term	Long Term	Short Term	Long Term
Sales						
Equities						
Common stock						
Mexico - USD	146,163 53	-38,655 23	0 00	107,508 30	0 00	107,508 30
Netherlands - EUR	180,782 75	-189,766 18	-1,628 69	3,687 59	-11,042 33	-3,862 82
Netherlands - USD	591,938 30	-518,065 16	4,936 29	68,936 85	0 00	68,936 85
Peru - USD	27,545 30	-21,101 28	6,444 02	0 00	0 00	0 00
Portugal - EUR	73,879 83	-52,142 19	0 00	26,792 44	-5,054 80	21,737 64
Singapore - SGD	370,977 47	-224,493 52	3,519 77	113,117 73	29,846 45	142,412 45
South Africa - USD	131,132 19	-116,846 58	14,285 61	0 00	0 00	0 00
Spain - EUR	324,958 66	-347,888 46	-21,051 00	23,489 36	-25,368 16	15,016 92
Sweden - SEK	201,041 82	-152,849 78	46,519 58	10,500 78	-8,828 32	8,230 76
Switzerland - CHF	2,079,244 26	-1,809,895 67	42,554 14	113,440 12	113,354 33	233,333 74
Switzerland - USD	852,934 09	-694,724 05	-15,497 86	173,707 90	0 00	173,707 90
United Kingdom - GBP	2,679,113 71	-2,422,867 55	35,799 86	471,653 25	-251,206 95	281,554 72
United States - USD	76,856,280 39	-68,218,919 16	1,302,431 47	7,334,929 76	0 00	7,334,929 76
Total common stock	98,816,942.19	-87,649,003.38	1,397,941.70	9,355,369.27	414,627.84	9,914,640.13
Equity exchange traded fund						
United States - USD	13,983,122 31	-10,037,438 63	0 00	3,945,683 68	0 00	3,945,683 68
Total equity exchange traded fund	13,983,122.31	-10,037,438.63	0.00	3,945,683.68	0.00	3,945,683.68
Preferred stock						
Brazil - USD	40,523 31	-48,551 88	-8,028 57	0 00	0 00	0 00

Northern Trust

STATEMENT A

Taxable Reports

01 Jan 10 - 31 Dec 10

Account number TAFFUS
TA FAMILY FOUNDATION USA

Page 3 of 10

◆ Realized Gain/Loss Summary - Taxable

	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term	Total
Sales								
Equities								
Total preferred stock	40,523.31	-48,551.88	-8,028.57	0.00	0.00	-8,028.57	0.00	0.00
Rights/warrants								
Norway - NOK	10,180.61	0.00	6,453.37	3,727.24	0.00	6,453.36	3,727.25	
Spain - EUR	1,171.10	0.00	661.68	509.43	-0.01	661.68	509.42	
United Kingdom - GBP	7,096.78	0.00	1,565.97	5,530.81	0.00	1,565.97	5,530.81	
Total rights/warrants	18,448.49	0.00	8,681.02	9,767.48	-0.01	8,681.01	9,767.48	
Total S/T translation gain/loss for equities					-144,643.03			
Total L/T translation gain/loss for equities					559,170.86			
Total realized gains for equities			2,688,550.42	16,863,927.34	1,050,114.39	2,653,385.12	17,480,906.77	
Total realized losses for equities			-1,289,956.27	-3,553,106.91	-636,486.56	-1,399,334.00	-3,610,915.48	
Total Equities	112,859,036.30	-97,734,993.89	1,398,594.15	13,310,820.43	414,627.83	1,254,051.12	13,869,991.29	
Fixed income								
Corporate bonds								
United States - USD	25,000,000.00	-24,087,024.40	32,269.07	880,706.53	0.00	32,269.07	880,706.53	
Total corporate bonds	25,000,000.00	-24,087,024.40	32,269.07	880,706.53	0.00	32,269.07	880,706.53	
Government agencies								
United States - USD	52,654,069.79	-49,459,603.41	452,068.34	2,742,398.04	0.00	452,068.34	2,742,398.04	
Total government agencies	52,654,069.79	-49,459,603.41	452,068.34	2,742,398.04	0.00	452,068.34	2,742,398.04	

Northern Trust

STATEMENT A

Taxable Reports

01 Jan 10 - 31 Dec 10

Account number TAFFUS

TA FAMILY FOUNDATION USA

Page 4 of 10

◆ Realized Gain/Loss Summary - Taxable

	Realized gain/loss						
	Market		Total				
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
<i>Sales</i>							
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			484,919.52	3,623,104.57	0.00	484,919.52	3,623,104.57
Total realized losses for fixed Income			-582.11	0.00	0.00	-582.11	0.00
Total Fixed Income	77,654,069.79	-73,546,627.81	484,337.41	3,623,104.57	0.00	484,337.41	3,623,104.57
<i>Venture capital and partnerships</i>							
<i>Partnerships</i>							
United States - USD	458,442.58	-458,442.58	0.00	0.00	0.00	0.00	0.00
Total partnerships	458,442.58	-458,442.58	0.00	0.00	0.00	0.00	0.00
<i></i>							
Total S/T translation gain/loss for venture capital and partnerships					0.00		
Total L/T translation gain/loss for venture capital and partnerships					0.00		
Total realized gains for venture capital and partnerships			0.00	0.00	0.00	0.00	0.00
Total realized losses for venture capital and partnerships			0.00	0.00	0.00	0.00	0.00
Total Venture Capital and Partnerships	458,442.58	-458,442.58	0.00	0.00	0.00	0.00	0.00
Total Sales	190,971,548.67	-171,740,064.28	1,882,931.56	16,933,925.00	414,627.83	1,738,388.53	17,493,096.86

Principal Paydowns

<i>Venture capital and partnerships</i>							
<i>Partnerships</i>							
Europe Region - EUR	730,870.43	-744,859.46	0.00	0.00	-13,989.03	0.00	-13,989.03
Total partnerships	730,870.43	-744,859.46	0.00	0.00	-13,989.03	0.00	-13,989.03

Northern Trust

STATEMENT A

Taxable Reports

01 Jan 10 - 31 Dec 10

Account number TAFFUS

TA FAMILY FOUNDATION USA

Page 5 of 10

◆ Realized Gain/Loss Summary - Taxable

	Market			Realized gain/loss		
	Short Term	Long Term	Total	Translation	Short Term	Long Term
<i>Principal Paydowns</i>						
Total ST translation gain/loss for venture capital and partnerships				0.00		
Total LT translation gain/loss for venture capital and partnerships				-13,989.03		
Total realized gains for venture capital and partnerships	0.00	0.00		2,755.49	0.00	2,755.49
Total realized losses for venture capital and partnerships	0.00	0.00		-16,744.52	0.00	-16,744.52
Total Venture Capital and Partnerships	0.00	0.00		-13,989.03	0.00	-13,989.03
Total Principal Paydowns	0.00	0.00		-13,989.03	0.00	-13,989.03
<i>Other Gain/Loss</i>						
<i>Equities</i>						
<i>Common stock</i>						
Asia Region - USD	72,859.74	0.00		0.00	72,859.74	0.00
Total common stock	72,859.74	0.00		0.00	72,859.74	0.00
<i>Fixed income</i>						
<i>Corporate bonds</i>						
United States - USD	999,778.50	235,675.88		0.00	999,778.50	235,675.88
Total corporate bonds	999,778.50	236,676.88		0.00	999,778.50	236,676.88
<i>Government agencies</i>						
United States - USD	39,602.67	15,410.33		0.00	39,602.67	15,410.33
Total government agencies	39,602.67	15,410.33		0.00	39,602.67	15,410.33

Northern Trust

STATEMENT A

Taxable Reports

01 Jan 10 - 31 Dec 10

Account number TAFFUS

TA FAMILY FOUNDATION USA

Page 6 of 10

◆ Realized Gain/Loss Summary - Taxable

	Proceeds	Cost	Market		Realized gain/loss	
			Short Term	Long Term	Short Term	Long Term
<i>Other Gain/Loss</i>						
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			1,039,381.17	251,086.21	0.00	1,039,381.17
Total realized losses for fixed income			0.00	0.00	0.00	0.00
Total Fixed Income	1,290,467.38	0.00	1,039,381.17	251,086.21	0.00	1,039,381.17
Total Other Gain/Loss	1,363,327.12	0.00	1,112,240.91	251,086.21	0.00	1,112,240.91

Capital Changes

Equities

Common stock

Europe Region - USD	3,377.45	0.00	0.00	3,377.45	0.00	0.00	3,377.45
Japan - JPY	0.00	0.00	6,200.41	-6,200.41	0.00	1,169.49	-1,169.49
Norway - NOK	102,123.31	-38,178.57	0.00	57,122.45	6,822.29	0.00	63,944.74
Puerto Rico - USD	2,747.75	0.00	0.00	2,747.75	0.00	0.00	2,747.75
United States - USD	99,870.71	-66,634.26	6,272.09	26,964.36	0.00	6,272.09	26,964.36
Total common stock	208,119.22	-104,812.83	12,472.50	84,011.50	6,822.29	7,441.58	95,854.81

Rights/warrants

France - EUR	126.14	0.00	0.00	126.14	0.00	0.00	126.14
Germany - EUR	11,896.00	0.00	7,041.60	4,854.41	-0.01	7,041.59	4,854.41
Spain - EUR	4,955.24	0.00	1,156.45	3,798.80	-0.01	1,156.45	3,798.79
United Kingdom - GBP	11,381.14	0.00	11,381.14	0.00	0.00	11,381.14	0.00
Total rights/warrants	28,358.52	0.00	19,579.19	8,779.35	-0.02	19,579.18	8,779.34

Value indeterminable

Northern Trust

STATEMENT A

Taxable Reports

01 Jan 10 - 31 Dec 10

Account number TAFFUS

TA FAMILY FOUNDATION USA

Page 7 of 10

◆ Realized Gain/Loss Summary - Taxable

	Proceeds	Cost	Market		Realized gain/loss		
			Short Term	Long Term	Translation	Short Term	Long Term
Capital Changes							
Equities							
Value indeterminable							
United States - USD	486.65	0.00	0.00	486.65	0.00	0.00	486.65
Total value indeterminable	486.65	0.00	0.00	486.65	0.00	0.00	486.65
Total S/T translation gain/loss for equities							
					-5,030.93		
Total LT translation gain/loss for equities							
					11,853.20		
Total realized gains for equities			72,683.42	107,300.49	11,853.29	72,683.40	114,122.77
Total realized losses for equities			-40,531.73	-14,022.89	-5,031.02	-45,562.64	-8,991.97
Total Equities	236,964.39	-104,812.83	32,051.69	93,277.60	6,822.27	27,020.76	105,130.80
Total Capital Changes	236,964.39	-104,812.83	32,051.69	93,277.60	6,822.27	27,020.76	105,130.80
Foreign Exchange							
Foreign exchange							
Foreign exchange							
Australian dollar sales - AUD	-1,945,778.40	1,956,721.18	0.00	0.00	10,942.78	10,942.78	0.00
British pound sterling sales - GBP	-2,595,556.28	2,582,464.64	0.00	0.00	-13,091.64	-13,091.64	0.00
Canadian dollar sales - CAD	-1,374,877.88	1,384,696.49	0.00	0.00	9,818.61	9,818.61	0.00
Danish krone sales - DKK	-189,731.34	190,960.19	0.00	0.00	1,228.85	1,228.85	0.00
Euro sales - EUR	-4,346,844.35	4,356,799.44	0.00	0.00	9,955.09	9,955.09	0.00
Hong Kong dollar sales - HKD	-1,036,911.77	1,037,616.23	0.00	0.00	704.46	704.46	0.00
Japanese yen sales - JPY	-3,148,101.33	3,121,655.70	0.00	0.00	-26,445.63	-26,445.63	0.00
Mexican peso sales - MXN	-1,277.27	1,258.79	0.00	0.00	-18.48	-18.48	0.00
Norwegian krone sales - NOK	-100,843.79	101,355.15	0.00	0.00	511.36	511.36	0.00

Northern Trust

STATEMENT A

Taxable Reports

01 Jan 10 - 31 Dec 10

Account number TAFFUS

TA FAMILY FOUNDATION USA

Page 8 of 10

◆ Realized Gain/Loss Summary - Taxable

	Proceeds	Cost	Realized gain/loss		
			Short Term	Long Term	Total
Foreign Exchange					
Foreign exchange					
Foreign exchange					
Singapore dollar sales - SGD	-369,064 78	372,248 28	0 00	0 00	3,183 50
Swedish krona sales - SEK	-198,012 07	196,566 66	0 00	0 00	-1,445 41
Swiss franc sales - CHF	-1,939,977 47	1,934,921 64	0 00	0 00	-5,055 83
United States dollar sales - USD	-8,652,443 34	8,652,443 34	0 00	0 00	0 00
Australian dollar purchases - AUD	653,777 81	-654,490 38	0 00	0 00	-712 57
British pound sterling purchases - GBP	840,262 24	-837,364 07	0 00	0 00	2,898 17
Canadian dollar purchases - CAD	680,623 50	-680,442 99	0 00	0 00	180 51
Danish krona purchases - DKK	291,399 74	-292,484 48	0 00	0 00	-1,084 74
Euro purchases - EUR	3,322,874 17	-3,317,404 00	0 00	0 00	5,470 17
Hong Kong dollar purchases - HKD	1,089,305 01	-1,089,080 46	0 00	0 00	224 55
Japanese yen purchases - JPY	1,244,127 21	-1,247,604 32	0 00	0 00	-3,477 11
Norwegian krona purchases - NOK	171,157 82	-171,970 20	0 00	0 00	-812 38
Singapore dollar purchases - SGD	9,984 10	-10,000 00	0 00	0 00	-15 90
Swedish krona purchases - SEK	201,649 96	-200,275 55	0 00	0 00	1,374 41
Swiss franc purchases - CHF	338,603 00	-337,300 11	0 00	0 00	1,302 89
United States dollar purchases - USD	17,051,291 17	-17,051,291 17	0 00	0 00	0 00
Total foreign exchange	-4,364.34	0.00	0.00	0.00	-4,364.34

Northern Trust

STATEMENT A

Taxable Reports

01 Jan 10 - 31 Dec 10

Account number TAFFUS
TA FAMILY FOUNDATION USA

Page 9 of 10

◆ Realized Gain/Loss Summary - Taxable

	Market			Realized gain/loss		
	Proceeds	Cost	Market		Translation	Total
			Short Term	Long Term		
Foreign Exchange						
Total ST translation gain/loss for foreign exchange					-4,364.34	
Total LT translation gain/loss for foreign exchange				0.00	0.00	
Total realized gains for foreign exchange			0.00	0.00	89,749.04	0.00
Total realized losses for foreign exchange			0.00	0.00	-94,113.38	0.00
Total Foreign exchange	-4,364.34	0.00	0.00	0.00	-4,364.34	0.00
Total Foreign Exchange	-4,364.34	0.00	0.00	0.00	-4,364.34	0.00
Gain/Loss on Cash Disbursements						
Gain/loss on cash disbursements						
Gain/loss on cash disbursements						
Australian dollar - AUD	1,294,673.50	-1,288,937.01	0.00	0.00	5,736.49	0.00
British pound sterling - GBP	2,079,274.28	-2,075,003.82	0.00	0.00	4,270.46	0.00
Canadian dollar - CAD	818,994.89	-836,982.16	0.00	0.00	-17,987.27	0.00
Danish krone - DKK	264,242.69	-264,787.13	0.00	0.00	-544.44	0.00
Euro - EUR	5,157,795.29	-5,180,566.30	0.00	0.00	-22,771.01	0.00
Hong Kong dollar - HKD	813,530.98	-813,193.24	0.00	0.00	337.74	0.00
Japanese yen - JPY	1,878,924.76	-1,861,543.96	0.00	0.00	17,380.80	0.00
Mexican peso - MXN	1,277.27	-1,278.87	0.00	0.00	-1.60	0.00
Norwegian krone - NOK	13,932.76	-14,126.24	0.00	0.00	-193.48	0.00
Singapore dollar - SGD	368,369.54	-370,099.66	0.00	0.00	-1,730.12	0.00
Swedish krona - SEK	-19,067.40	21,338.84	0.00	0.00	2,271.44	0.00
Swiss franc - CHF	1,596,324.17	-1,587,953.00	0.00	0.00	8,371.17	0.00
Total gain/loss on cash disbursements	14,269,272.73	-14,273,132.55	0.00	0.00	-4,859.82	0.00

Northern Trust

STATEMENT A

Taxable Reports

01 Jan 10 - 31 Dec 10

Account number TAFFUS

TA FAMILY FOUNDATION USA

Page 10 of 10

◆ Realized Gain/Loss Summary - Taxable

	Proceeds	Cost	Market		Realized gain/loss	
			Short Term	Long Term	Translation	Short Term
Gain/Loss on Cash Disbursements						
Total S/T translation gain/loss for gain/loss on cash disbursements					-4,859.82	
Total L/T translation gain/loss for gain/loss on cash disbursements					0.00	
Total realized gains for gain/loss on cash disbursements			0.00	0.00	106,433.31	0.00
Total realized losses for gain/loss on cash disbursements			0.00	0.00	-111,293.13	0.00
Total Gain/Loss on Cash Disbursements	14,268,272.73	-14,273,132.55	0.00	0.00	-4,859.82	0.00
Total Gain/Loss on Cash Disbursements	14,268,272.73	-14,273,132.55	0.00	0.00	-4,859.82	0.00
Total Short Term Gain Proceeds						
Total Short Term Gain Proceeds	34,565,961.08					
Total Short Term Loss Proceeds	11,905,200.72					
Total Long Term Gain Proceeds	128,191,201.61					
Total Long Term Loss Proceeds	16,944,648.46					
Total Undetermined Tax Loss Proceeds	15,501,164.56					
Additional Short Term Proceeds from Zero G/L Transactions	18,703.79					
Additional Long Term Proceeds from Zero G/L Transactions	439,738.79					
Short Term Proceeds due to REIT Re-Allocation	0.00					
Long Term Proceeds due to REIT Re-Allocation	0.00					
Total Short Term Proceeds	46,396,401.32					
Total Long Term Proceeds	146,669,063.12					
Total S/T translation gain/loss					-158,798.12	
Total L/T translation gain/loss					557,035.03	
Total realized gains			4,368,294.27	20,845,418.61	1,260,905.52	4,619,311.30
Total realized losses			-1,331,070.11	-3,567,129.80	-862,668.61	-1,650,886.26
Total realized gain/loss	207,566,619.00	-186,862,869.12	3,027,224.16	17,278,288.81	398,236.91	2,868,426.04
						17,835,323.84

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

STATEMENT A

EIN 59-2128429

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2010

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

Foundation Status of Recipient

Recipient

Purpose of grant or contribution

Amount

Aetna - Non-Profit Organization	N/A	Educational Organization	Supporting the organizations activity in M.A. Chof Ashkelon & M.A. Ernek & Additional 54 computer	135 100 00
Al-Taj for Health and Heritage	N/A	Medical Org Community Services	Supporting "Home Hospice" Project	15 000 00
Alexander Muss Institute for Israel Edu	N/A	Educational Org Extracurricular activity for youth	Supporting the 2011 organization Activities in Israel	100 000 00
American Friends of Beit Natan Inc	N/A	Medical Org	Supporting "Together we will recover" project	20 000 00
American Friends of Ilan Inc	N/A	Disabilities Services	Supporting the "Integration of disabled children in the community"	15 000 00
American Friends of The Pines Institute	N/A	Educational Org Extracurricular activity for youth	Supporting the 2011 activity of the Sderot-Yale Team	100 000 00
American Israel Culture Center Inc	N/A	Education-University	Supporting Organ. Activities 2010-2011 (1st installment of 5)	500,000 00
American Society for Yed Vashem	N/A	Educational / Cultural Facility-Museum	Supporting the 2011 activity of the training program for teachers from the periphery	100 000 00
Association for Change in Education	N/A	Education Org Scholarships	30 Scholarships for single mothers (2 of 3)	121 099 00
Association Topaz	N/A	Educational org High School for youth at risk	Financing 1 yr salary for graduates follow up	38 000 00
Be-Alzuri	N/A	Welfare Services / Women Empowerment	Supporting "Mithe" Program	40 800 00
Beer Sheva Municipal Theatre	N/A	Cultural Institution Theatre	Supporting the dialogue through theatre-A unique co-existence program for Jewish & Bedouin child	49 802 00
Beit Zvi-School of Performing Arts	N/A	Educational Org School of arts	Participation in establishing a professional TV studio	70 000 00
Chabad of Mumbai Relief Fund	N/A	Welfare Services	Supporting the project of rebuilding the Chabad House in Mumbai	18 000 00
E L E M Youth in Distress Inc	N/A	Welfare Services for youth at risk	Supporting the vocational training and mentoring program for youth	40 000 00
Essence of Life	N/A	Non-Profit private Organization	Vision Ventures -General Operation Budget 2010	2 862 618 00
Elgarim Association	N/A	Disabilities Welfare Services - Sports Activities	Supporting integration program of disabled youth in the military	13,333 00
Fidel Association	N/A	Education Org Extracurricular activities for Ethiopian Youth	Financing an educational social mediator for elementary school for a year	39 980 00
Friends of Assaf Harofeh Medical Center	N/A	Medical center - Hospital	2nd payment for the Anson Scholarship program for excellence in Orthopedics	82 545 00
Friends of Ofanim	N/A	Educational Org Extracurricular activity for youth	Operating science lab in the Negev settlement	53 788 00
Friends of Tel Aviv University	N/A	Education-University	Supporting the "Access for all" program (1 yr tuition for 100 students) & 2nd year of supporting cancer research	147 820 00
Greater Miami Jewish Federation	N/A		5 of 5 payments	1 000 000 00
Hagooda Lemaan Hakashish Eliat	N/A	Elderly day care center	Matching for the purpose of purchasing an accessible transport van	37 694 00
Hakol Chiruch	N/A	Educational Org	Supporting teach for Israel program in 2010	15 000 00
Hapoel Tel-Aviv education & society LTD	N/A	Educational Org Extracurricular activity for youth	Supporting the activity of 13 new football teams of children w/ special needs	85 000 00
Hilal - The Right to Choose	N/A	Social Service for	Financing rent & maintenance of 3 bridge apartments	54 500 00
Isra i s. The Israel A.L.S. Research Asso	N/A	Medical Research Org	Establishing a multi disciplinary support system to newly diagnosed ALS patients	35,200 00
Israel Raft Syndrome Center	N/A	Medical Research Org	Supporting the therapeutic program for sick people and their families	26 988 00
Jerusalem Music Center	N/A	Cultural Institution	Supporting the Parselam Program 2010	100 000 00
Jewish Funders Network	N/A	501C3 ORG	Membership Fee for 2010 TAFF Israel	15 000 00
Kamoni Kamocha	N/A	Social Service for Population in need	Supporting social support group	41 620 00
Letat Org	N/A	Int'l Aid Services	Emergency aid to Haiti relief	100 000 00
Lema anach Lemudaut	N/A	Well fare services - WOMEN empowerment	Supporting "Women's Health Program" Project	8 220 00
Matan Your Way To Give	N/A	Public Charity (Israel)	Special Grant	100 000 00
Music Foundation Kfar Saba	N/A	Cultural Institution	Purchasing new instruments the String Brass & Woodwind Orchestra in Kfar Saba elementary schools	29 855 00
PEF Israel Endowment Funds	N/A	501C3 ORG	Donation for the Israel Sports Association (Disabled preparations to the Paralympics Games in Lo ...	747 247 00
Prisoner Rehabilitation Authority	N/A	Governmental Facility-Rehabilitation welfare services	3rd & last payment for Prep school for Rehabilitated women convicts	23 040 00
Ramla Arab Community Center	N/A	Community center \	Supporting the senior citizens activity	20 000 00
Ruach Tova	N/A	Public Charity (Israel)	Vision Ventures -General Operation Budget 2010	1 183 156 00
Sesame Workshop	N/A	Educational Org	Support in developing innovative & engaging educational content for children (3rd payment)	100 000 00
Shahvet Association	N/A	Elderly day care center	Purchasing a new industrial dishwasher & oven	13 650 00
Soccer for Peace	N/A	Educational Org extracurricular activity for youth	Purchase equipment for the new class room at Barkai Center	27 355 00
Special Olympics Israel	N/A	Disabilities - Sports activities for mentally disabled	Supporting the organizations activities (Last Payment)	50 000 00

EIN 59-2128429

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2010

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
Summit Institute in Israel LTD	N/A	Educational & Welfare Institution	Supporting the "Recruitment and training project for foster parents and placement of high risk c
Grants to Individuals	N/A		Grants to Individuals 2010
Tasfashin Association	N/A	Educational Services for Ethiopian Youth	Financing the educational staff salaries
The American Friends of Beit Issie Shapiro	N/A	Disabilities Services Center	1st of 3 payments Supporting the national program for development of accessible playgrounds mod
The Bernard M Bloomfield Science Museum	N/A	Museum	Supporting "Deep" - Exhibition showing 05/03/10-11/31/10
The Felicia Blumenthal Music Center Assoc	N/A	Cultural Institution	Supporting V-Day Israel - "The Vagina Monologues" Show
The Haifa Learning Enhancement Center	N/A	Educational - Disabilities Community Service Center	Subsidizing treatments for 80 children s in need
The Interdisciplinary Ctr Herzlia	N/A	Educational Facility-College	3rd payment for the GMBA program Awareness Concept
The Interdisciplinary Ctr Herzlia	N/A	Educational Facility-College	2nd payment for the research and promotion of the Communication
The Israeli Children's Museum	N/A	Museum	Funding salaries for deaf guides in the "Invitation to silence" exhibition
The Tel Aviv Foundation	N/A	Community Services	4th & 5th payment for the conservatory building
The Tel Aviv Foundation	N/A	Community Services	Supporting the extracurricular enrichment program at "Blalik-Rogozin Campus (Dance & Theater pro
The Yuri Shtam Foundation	N/A	Medical Services for cancer patients	Supporting "The Yuri Shtam Holistic Center for Cancer Patients"
University of Miami	N/A	University	Payment
Verlago Dance Association - Jerusalem	N/A	Dance Group-Cultural Inst	Subsidizing 10 shows in the periphery
Weizmann Institute of Science	N/A	University	3rd & last payment out of three for supporting 1 camp class in the "Active Science Groups"
YuvaIm Public Benefit Company LTD	N/A	Educational Org	Supporting the "Cultivating Academic Excellence and providing enrichment for underprivileged you

12,947,265

Expenditure Responsibility Grants
2010 YEAR

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2010	Report Date Received
Aetna - Non-Profit Organization	05/01/2010	\$135,100 00	Supporting the organizations activity in M A Chof Ashkelon & M A Emek & Additional 54 computer	\$100,000	2 12 2010
Al-Taj for Health and Heritage	11/10/2011	\$15,000 00	Supporting "Home Hospice" Project	\$1,182	5 29 2011
Alexander Muss Institute for Israel Edu	12/21/2010	\$100,000 00	Supporting the 2011 organization Activities in Israel	\$100,000	8 8 2011
American Friends of Beit Natan Inc	11/30/2010	\$20,000 00	Supporting "Together we will recover" project	\$1,686	6 26 2011
American Friends of Ilan Inc	12/21/2010	\$15,000 00	Supporting the "Integration of disabled children in the community"		
American Friends of The Peres Institute	12/28/2010	\$100,000 00	Supporting the 2011 activity of the Sderot-Yate Team		
American Israel Culture Center, Inc	06/01/2010	\$500,000 00	Supporting Organ Activities 2010-2011 (1st installment of 5)	\$500,000	11 28 2011
American Society for Yad Vashem	12/21/2010	\$100,000 00	Supporting the 2011 activity of the training program for teachers from the penphery	\$37,918	4 28 2011
Association for Change in Education	12/21/2010	\$121,099 00	30 Scholarships for single mothers (2 of 3)		
Association Topaz	07/12/2010	\$38,000 00	Financing 1 yr salary for graduates follow up	\$12,522	2 2 2011
Be-Atzmi	12/01/2010	\$40,800 00	Supporting "Mifne" Program		
Beer Sheva Municipal Theatre	07/12/2010	\$49,802 00	Supporting the dialogue through theatre-A unique co-existence program for Jewish & Bedouin child	\$7,264	7 10 2011
Beit Zvi-School of Performing Arts	11/30/2010	\$70,000 00	Participation in establishing a professional TV studio		
Chabad of Mumbai Relief Fund	04/01/2010	\$18,000 00	Supporting the project of rebuilding the Chabad House in Mumbai		
E L E M Youth In Distress, Inc	11/30/2010	\$40,000 00	Supporting the vocational training and mentoring program for youth		
Essence of Life	See Back-up Tab	\$2,862,618 00	payments based on budget	\$2,862,618	
Etgarim Association	06/01/2010	\$13,333 00	Supporting integration program of disabled youth in the military	\$13,333	5 21 2010
Fidel Association	07/22/2010	\$39,960 00	Financing an educational social mediator for elementary school for a year	\$17,645	1 25 2011
Friends of Assaf Harofeh Medical Center	02/24/2010	\$82,545 00	2nd payment for the Arison Scholarship program for excellence in Orthopedics	\$82,545	2 5 2011
Friends of Ofanim	07/12/2010	\$53,768 00	Operating science lab in the Negev settlement	\$25,695	2 2 2011
Friends of Tel Aviv University	07/12/2010	\$47,820 00	Supporting the "Access for all" program (1 yr tuition for 100 students)	\$47,820	6.22 2011
Friends of Tel Aviv University	01/12/2010	\$100,000 00	2nd year of supporting cancer research		
Greater Miami Jewish Federation	12/01/2010	\$1,000,000 00	5 of 5 payments		501(c)(3) charities
Hagouda Lemaan Hakashish Ellat	12/28/2010	\$37,694 00	Matching for the purpose of purchasing an accessible transport van		

Expenditure Responsibility Grants
2010 YEAR

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2010	Report Date Received
Hakol Chinuch	05/03/2010	\$15,000 00	Supporting teach for Israel program in 2010		
Hapoel Tel-Aviv education & society LTD	12/28/2010	\$85,000 00	Supporting the activity of 13 new football teams of children w/ special needs		
Hillel - The Right to Choose	12/28/2010	\$54,500 00	Financing rent & maintenance of 3 bridge apartments		
Israel's The Israel ALS Research Asso	11/30/2010	\$35,200 00	Establishing a multi disciplinary support system to newly diagnosed ALS patients		
Israel Rett Syndrome Center	11/30/2010	\$26,968 00	Supporting the therapeutic program for sick people and their families		
Jerusalem Music Center	03/01/2010	\$100,000 00	Supporting the Perelamn Program 2010	\$100,000	2011
Jewish Funders Network	05/01/2010	\$15,000 00	Membership Fee for 2010 TAFF, Israel	\$15,000	
Kamoni Kamocha	11/30/2010	\$41,620 00	Supporting social support group		
Latet Org	01/19/2010	\$100,000 00	Emergency aid to Haiti relief	\$100,000	2010
Lema'anech Lemudaut	11/30/2010	\$8,220 00	Supporting "Women's Health Program" Project		
Matan Your Way To Give	12/01/2010	\$100,000 00	Special Grant		
Music Foundation Kfar Saba	11/30/2010	\$29,955 00	Purchasing new instruments the String, Brass & Woodwind Orchestra in Kfar Saba elementary schools	\$19,473	7 20 2011
PEF, Israel Endowment Funds	See Back-up tab	\$747,247 00	See Back-up tab		501(c)(3) charities
Prisoner Rehabilitation Authority	11/10/2010	\$23,040 00	3rd & last payment for Prep school for Rehabilitated women convicts	\$8,541	10 2011
Ramla Arab Community Center	12/28/2010	\$20,000 00	Supporting the senior citizens activity		
Ruach Tova	See Back-up tab	\$1,183,156 00	payments based on budget	\$1,183,156	
Sesame Workshop	09/01/2010	\$100,000 00	Support in developing innovative & engaging educational content for children (3rd payment)		501(c)(3) charities
Shalhevet Association	12/28/2010	\$13,650 00	Purchasing a new industrial dishwasher & oven		
Soccer for Peace	07/12/2010	\$27,355 00	Purchase equipment for the new class room at Barkai Center	\$27,355	11 29 2011
Special Olympics Israel	12/21/2010	\$50,000 00	Supporting the organizations activities (Last Payment)		
Summit Institute in Israel LTD	11/30/2010	\$50,000 00	Supporting the "Recruitment and training project for foster parents and placement of high risk c		
Grants to Individuals	01/10 - \$100,000 08/10 - \$100,000 10/10 - \$150,000	\$800,000 00	See Back-up tab	\$800,000	
Tasfachin Association	07/12/2010	\$28,745 00	Financing the educational staff salaries	\$28,475	2 2 2011
The American Friends of Beit Issle Shapiro	04/01/2010	\$30,000 00	1st of 3 payments Supporting the national program for development of accessible playgrounds mod	\$28,764	6 19 2011

Expenditure Responsibility Grants
2010 YEAR

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2010	Report Date Received
The Bernard M Bloomfield Science Museum	06/01/2010	\$40,000 00	Supporting "Deep" - Exhibition showing 05/03/10-11/31/10	\$40,000	12 26 2010
The Felicia Blumental Music Center Assoc	11/30/2010	\$14,900 00	Supporting V-Day Israel - "The Vagina Monologues" Show		
The Haifa Learning Enhancement Center	11/30/2010	\$30,000 00	Subsidizing treatments for 80 children's in need		
The Interdisciplinary Ctr Herzella	8/2010	\$750,000 00	3rd payment for the GMBA program Awareness Concept	\$750,000	9 2011
The Interdisciplinary Ctr Herzella	10/2010	\$250,000 00	2nd payment for research and promotion of the communication awareness concept at the Shan Anson Awareness	\$115,337	9 2011
The Israeli Children's Museum	11/30/2010	\$90,000 00	Funding salaries for deaf guides in the "Invitation to silence" exhibition		
The Tel Aviv Foundation	7/2010 1,200,000\$ 12/2010 1,000,000\$	\$2,200,000 00	4th & 5th payment for the conservatory building	\$1,667,089	12 2010
The Tel Aviv Foundation	12/28/2010	\$34,900 00	Supporting the extracurricular enrichment program at "Bialik-Rogozin Campus (Dance & Theater pro		
The Yuri Shtern Foundation	11/30/2010	\$30,000 00	Supporting "The Yun Shtern Holistic Center for Cancer Patients"		
University of Miami	12/01/2010	\$100,000 00	Donation to U M		501(c)(3) charities
Veritgo Dance Association - Jerusalem	11/30/2010	\$60,000 00	Subsidizing 10 shows in the penphery		
Weizmann Institute of Science	11/01/2010	\$27,270 00	3rd & last payment out of three for supporting 1 camp class in the "Active Science Groups"		
Yuvalim Public Benefit Company LTD	11/30/2010	\$35,000 00	Supporting the "Cultivating Academic Excellence and providing ennnchment for underprivileged you	\$9,355	8 21 2011

\$12,947,265

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

Expenditure Responsibility Grants

2009 YEAR

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount		Report Date		Amount Expended 2010	Report Date Received
				Expended 09	Received	Notes	Received		
African Refugees Development Center	12/09	\$5,300	African Refugees Development Center	\$3,557	4.15.2010	See note 1.	4.15.2010	\$1,743	4.15.2010
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.		\$12,549	4.28.2010
American Associated Ben Gurion University	12/09	\$113,939	Supporting The Youth Mathematics Forum			See note 1.		\$48,599	2.13.2011
American Friends of Ilan	09/09	\$10,000	Supporting the intergartion of disabled children in the community			See note 1.		\$10,000	14.10.2011
American Friends of Ilan	12/09	\$23,100	Financing 2 therapeutic treatments at the day care center (2 of 5 Payments)			See note 1.		\$23,100	3.29.2011
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.		\$60,000	6.15.2010
American Friends of Migdal Ohr	05/09	\$18,000	Supporting 10 children for a year			See note 1.		\$18,000	6.10.2011
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.			
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.		\$61,947	4.18.2010

STATEMENT D

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

Organization	Date		Grant		Grant Purpose	Amount		Report Date		Notes	Amount Expended	Report Date Received
	Awarded		Amount			Expended 09	Received	Received				
Amuta El Manara	12/09		\$32,800		Supporting the organization's activities to promote social awareness for the blind					See note 1.	\$32,800	07.08.2010
Amutat AI	12/09		\$16,344		Financing the therapeutic horse riding lessons for disabled youth					See note 1.	\$16,344	7.19.2010
Anonymous for Animal Rights	12/09		\$24,300		Supporting the "National Education Projects for Youths"					See note 1.	\$24,300	1.27.2010
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.	\$20,500	7.1.2010
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 - 02/09 - 03/09 - 09/09 - 11/09 - 12/09		\$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.		
Friends of Tel Aviv University	12/09		\$80,000		Supporting the mentoring programs for girls in distress					See note 1.	\$57,636	7.28.2010
Givat Haviva Educational Foundation	12/09		\$27,150		Face to Face - Dialogue meetings for Jewish and Arab youth					See note 1.	\$27,150	22.7.2010

STATEMENT D

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

Organization	Date		Grant		Grant Purpose		Amount		Report Date		Amount Expended	Report Date Received
	Awarded		Amount				Expended 09		Received	Notes		
Greater Miami Jewish Federation	12/09		\$1,000,000		4th of 5 Payments				501(c)(3) charities	See note 1		
Hadassah the Woman's Zionist Organization	12/09		\$46,620		Hadassah Medical Center					See note 1.	\$20,377	12.30.2010
Hakfar Hayarok LTD	12/09		\$40,100		Purchasing basic furniture for the boarding school					See note 1.	\$40,100	7.15.2010
Hakol Chinuch	02/09		\$5,000		General Support		\$5,000		5.2.2010	See note 1.		
Hezneq Le'atid	12/09		\$35,000		Supporting the Hezneq Program in Meir Shifaya boarding school					See note 1.	\$35,000	8.30.2010
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.	\$0	0
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.	\$34,553	7.27.2010
Matan Your Way To Give	12/09		\$100,000		Special Grant					See note 1.	\$100,000	
Miami Jewish Film Festival	01/09		\$2,500		Film Sponsorship					See note 1.	\$2,500	

STATEMENT D

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

Organization	Date		Grant Amount	Grant Purpose	Amount		Report Date		Notes	Amount Expended	Report Date Received
	Awarded				Expended 09		Received				
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)			501(c)(3) charities		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	\$6,533	2010
Rashi Foudation	12/09		\$121,099	1 of 3 payment - 30 Scholarships for single mothers					See note 1.	\$121,099	7.12.2010
Ruach Tova	02/09 - \$320,000 07/09 - \$100,000 09/09 - \$175,000 12/09 - \$70,000		\$665,000	payments based on budget	\$665,000				See note 1.		
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.	\$100,000	
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.	\$12,007	8.29.2010
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.	\$37,528	2011

STATEMENT D

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

Organization	Date		Grant		Grant Purpose		Amount		Report Date		Notes	Amount Expended	Report Date Received
	Awarded		Amount				Expended 09		Received				
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.		\$25,300	8.1.1010
Technoda-Madaad Non-Profit Association	12/09		\$37,500		Supporting "The Young Inventor" Program					See note 1.		\$37,500	12.9.2010
Tel Aviv Foundation	12/09		\$600,000		Third payment for conservatory building		\$255,422		4.20.2010	See note 1.		\$344,578	12.2010
The Haifa Foundation North America, Inc.	12/09		\$32,504		Building a new active playground					See note 1.		\$32,504	9.2.2010
The Interdisciplinary Ctr Herzlia	12/09		\$250,000		For research and promotion of the communication awareness concept at the Shari Arson Awareness ...		\$158,923		10.10.2010	See note 1.		\$91,077	10.2011
The Interdisciplinary Ctr Herzlia	12/09		\$290,000		Train students to compete & participate in the global economy		\$290,000		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.		\$10,000	1.12.2011
The Jaffa Institute	02/09		\$12,285		Scholarships		\$12,285		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.		\$30,000	6.30.2010

STATEMENT D

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

Organization	Date		Grant		Grant Purpose	Amount		Report Date Received	Notes	Amount Expended	Report Date Received
	Awarded		Amount			Expended 09					
The School of Arts Foudation	09/09		\$77,500		Participation in the Renovation projects of the school's conservatory	\$77,500		9/2009	See note 1.		
University of Miami	11/09		\$100,000		Donation to U.M.			501(c)(3) charities	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.	\$27,270	2010+
Wings of Krembo	12/09		\$40,530		Financing the transportation for the Northern in Maayan Baruch				See note 1.	\$29,431	6.29.2010
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

See note 1.

TAFF Israel operation expenditure

\$3,023,485

See note 1.

Building Renovation

\$2,269,659

See note 1.

Building

\$0

\$17,037,717

STATEMENT D

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 09		Report Date Received		Amount Expended		Report Date Received	

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 year נתיב דבר הידון

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2008	Report Date Received	Notes	Amount Expended 2009	Report Date Received	Amount Expended 2010	Report Date 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	See note 1.	\$18,599	6.14.2009	20,203	2010
Amal 1 Network Ltd keilat kayev, P.O. Box 24104 15, Tel Aviv 69410	12/08	\$40,000	Equipping the electronic lab in "Notarim" school in Tibinas	\$13,112	2.18.2009	See note 1.	\$40,000	6.9.2009		
America Israel Cultural Foudation 32 Allenby Rd., Tel Aviv 63325	06/08	\$50,000	Scholarships			See note 1.	\$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	See note 1.				
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	See note 1.				
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			See note 1.	\$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	See note 1.				
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		\$0		\$1,621	10.7.2010
American Friends of Ilan Inc. 130 Church St. #342 New York, NY 10007	12/08	\$27,597	Ofakim school for purchasing equipment				\$25,056	6.29.2009	\$2,541	2010
American Friends of Natal (AFN) 10 Ibn Gvirol st., P.O. Box 20055, Tel Aviv 61200	06/08	\$30,000	Scholarships			See note 1.	\$30,000	4.22.2010		
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 periphery	\$30,000	1.22.2009	See note 1.	\$66,439	18.4.2010	\$3,561	4.18.2010

STATEMENT E

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

Organization	Date		Grant Amount	Grant Purpose	Amount Expended 2008		Report Date Received		Amount Expended 2009		Report Date Received		Amount Expended 2010		Report Date Received	
	Awarded															
Amit Women Inc P.O.Box 567, Petah Tikva 49104	12/08		\$25,600	Animal therapy at Amit Beit Hayeled in Jerusalem					\$5,776	6.18.2010			\$11,354	8.15.2010		
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		\$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					\$19,233	18.6.2009			\$1,017	4.19.2010		
Asscoffriends of Tel Aviv Sourasky Med Ct Beit Asla, 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 Arison Hospital Building	\$3,000,000											
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									\$33,443	20.3.2010		\$6,557 1.5.2011
Beit Kobi in memory of Kobi Ichelbom Z"L(RJA) 45 Shenkin St. Givratyim 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									
Branch Child's Heart Foundation, 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											
Chimes Foundation Inc. 13 Ha'arad st., Tel Aviv 69710	06/08		\$27,444	A floral arrangement rehabilitative program for 10 people w/ special needs	\$27,444		3.3.2009									
Essence of Life-International, Inc 10800 Biscayne Blvd # 950 Miami, FL 33161	01/08 - \$500,000 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 11/08 - \$500,000 12/08 - \$635,000		\$6,535,000	Budget - 2008	\$6,535,000											
Etgarim Association 18 Beit Hillel, P.O.Box 57220, Tel Aviv 61531	06/08		\$13,333	1st payment of 3 for the integrating program of disabled youth into the military	\$13,333		5.27.2009									

STATEMENT E

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	Amount Expended 2010	Report Date Received
Friends of Assaf Harofeh Medical Center P.O.Box Beer Yaacov, Zerifin 70300	12/08	\$118,000	The Anson Scholarships for excellence in Orthopedics			See note 1	\$82,545	1.24.2010	\$35,455	2.5.2011
Friends of Eliya U.S. Inc 3 Lavon st, P.O.Box 8179, Petach Tikva	06/08	\$35,000	Hydro therapy treatments for Eliya Children in Petach Tikva, Jerusalem & Beer Sheva	\$24,076	1.25.2009	See note 1.	\$10,924	5.25.2009		
Friends of Israel Scouts Inc. Tzofim 49 Galipoli st, P.O.Box 9023, Tel Aviv 67068	06/08	\$25,000	"Over looking the Horizon" Scouts activity in Ofek prison	\$10,175	5.25.2009	See note 1.	\$14,825	5.26.2009		
Friends of Rambam P.O.Box 9616, Haifa 31096	12/08	\$107,000	Purchasing a new equipment for the Cardiology department			See note 1.	\$107,000	8.11.2010		
Friends of Schneider Children 14 Kaplan st, P.O.Box 559, Petach Tikva	06/08	\$30,000	Funding a physiological support for children in the oncology dept.			See note 1.	\$15,718	8.16.2010	\$14,282	2.5.2011
Friends of Tel Aviv University P.O.Box 39655, Ramat aviv, Tel Aviv 61396	06/08	\$100,000	Development of Novel drugs for the treatment of ovarian cancer	\$31,714	1.19.2009	See note 1.	\$68,286	1.21.2010		
Friends of Tel Aviv University P.O.Box 39855, Ramat aviv, Tel Aviv 61396	06/08	\$27,777	Department of plant sciences operation of the "Monitoring Allergenic Laboratory"				\$27,777	6.17.2009		
Friends of the Barzilai Med. Center Inc. 2 Hahistadrut st., Ashkelon 78306	12/08	\$70,000	Funding the purchasing of 3 monitors for pediatric intensive care unit			See note 1.	\$70,000	5.21.2009		
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 933 Yehuda, P.O.Box 202 , Modiin 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				
Hadasah the Woman's Zionist Organization Jerusalem 91120	06/08	\$42,216	Vocational in service training scholarship	\$42,216	12.30.2008	See note 1.				

STATEMENT E

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	Amount Expended 2010	Report Date Received
Humorica Association Activities R.N.P.O 16 Irls st., P.O.Box 1518, Maalot 24952	12/08	\$30,000	Continuation of funding 400 Humonca 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.			\$100,000 1.10.2010	
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		\$23,105 11.5.2010	
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 Cinematheque-Israel Film Archive 11 Hevron Rd., P.O.Box 8561, Jerusalem 91083	06/08	\$46,973	Jerusalem Cinematheque-Israel Film Archive			See note 1.	\$38,125 8.17.2010		\$8,848 2.1.2011	
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 21.6.2009		\$11,133 4.18.2010	
Kenafayim 59 hbossem st, ein-hemed, mevaseret 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.			\$100,000 6.16.2010	
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.			\$13,028 8.29.2010	
KShorin Ltd. M.P. Bik'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 Refugees	\$100,000	2.12.2009	See note 1				
Matan Your Way To Give Nahalat Binyamin 41, Tel Aviv 65162	01/08	\$50,000	Special Grant			See note 1.	\$50,000			

STATEMENT E

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	Amount Expended 2010	Report Date Received
Mercaz Yeshivot Bnei Akiva D.N. arei yerushalaim, Moshav Beit Meir 90865	12/08	\$32,994	Funding renovation of 4 rooms in the boarding school			See note 1.	\$32,994	8.27.2009		
MICHA 10 Elin Gedi St., Beersheba 84810	12/08	\$53,369	Project "Equal Opportunity- Providing solution for Bedouin children with hearing impairment"			See note 1.	\$53,369	12.22.2009		
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.	\$14,350	5.13.2009		
Netanya Informal Education Organization 21 yehuda hanasi, Netanya 42403 The New Israel Fund 9 Yad Harutzim Street, Jerusalem	12/08	\$32,135	Supporting the parent child center		8.9.2009	See note 1.				
The New Israel Fund 9 Yad Harutzim Street, Jerusalem	02/09	\$140,000	Supporting Entrea Refugees 2/10/08	\$140,000		See note 1.	\$27,135	7.6.2009		
NGO - Levav for Beit Shean w/ Love Nof Hagilad 92 C/O chaylm Peretz, Beit She'an 11700	02/08	\$27,135	One in 9 - Spouse support program for breast cancer & Supporting Entrea Refugees 2/10/08	\$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	\$25,503	Purchasing equipment for the learning enhancement at "Dror Center"	\$16,200	2.20.2009	See note 1.	\$20,939	27.10.2009	23,391	11.15.2010
PEF. Israel Endowment Funds	06/08 - \$778,826 12/08 - \$343,907	\$90,000	Funding the research scholarships for 3 years	\$597,953	501(c)(3) charities	See note 1.				
Prisoner Rehabilitation Authority kanfey Nesharim 24, p.o. box 34131, Jerusalem 91340	06/08	\$1,122,733	See Attached	\$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	\$23,040	1st of 3 Payments for preparatory school for rehabilitated former woman convicts			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	\$20,000	Supporting the social cinema project	\$531,500	1-3 Payment based on budget & Rent Payment 04/01/08	See note 1.				

STATEMENT E

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	Amount Expended 2010	Report Date Received
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 Special Olympics Israel Wingate Institute, Netanya 42902	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		
	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	Grants to individuals	\$1,150,000		See note 1				
Tel Aviv Academic College of Engineering Efrain st., Tel Aviv 69107	12/08	\$35,000	Scholarships			See note 1	\$35,000	6.3.2009		
Tel Aviv Foundation City Hall, Itzhak Rabin SQ, Tel Aviv 64162	01/08	\$2,500	Exchange differentials payment for The Arison Art Campus	\$2,500	2.20.2009	See note 1				
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	See note 1	\$243,724	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 Issle 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		

STATEMENT E

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	Amount Expended 2010	Report Date 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 shritit 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. 119' 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		\$40,000	11.17.2010
The Jordan River Village Foundation	11/08	\$500,000	Second and last payment of \$1,000,000 pledge	\$0		See note 1.			\$25,000	01.10.2010
The Nachalim High School Nachalim 49950	12/08	\$25,000	Equipping the learning center			See note 1.	\$25,825	31.5.2009	\$2,544	8.23.2010
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.				
The Non Profit Red Mountain Therapeutic Kibbutz Grofit, d.n. Hevel Elliot 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		
Tomchei Yossef Hospital, Eilat Found. P.O. Box 600, Eilat 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.				

STATEMENT E

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	Amount Expended 2010	Report Date Received
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	13.1.2010		
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.				
Yoque'am Community Centers 45 Alonim st., Yoqneam 20692	12/08	\$30,000	Supporting the musical education - Yoqneam Conservatorium			See note 1.	\$30,000	20.1.2010		
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		
		18,897,723								

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 **8868**

(Rev. January 2011)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

▶ **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 ☐
- 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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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

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

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 11/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

▶ ☒ calendar year 20 10 or▶ ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

2 If the tax year entered in line 1 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 \$	0.
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.	3b \$	0.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, 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 Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)JSA
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PAGE 2

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

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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 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, 2011
- 5 For calendar year 2010, or other tax year beginning 20, and ending 20
- 6 If the tax year entered in line 5 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 \$	726,940.
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 \$	726,940.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, 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 M. S. Ryan

Title CPA

Date 8-11-2011

Form 8868 (Rev 1-2011)

Form **8868**

(Rev. January 2011)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

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

Part I only ☐

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

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
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- 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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20 10 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 2 If the tax year entered in line 1 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 \$	726,940.
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	3b \$	301,940.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	425,000.

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PAGE 1