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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation MICKY AND MADELEINE ARISON FAMILY FOUNDATION
C/O RICHARD KOHAN, AFO LLC

Number and street (or P O box number if mail is not delivered to street address) Room/suite
TWO ALHAMBRA PLAZA, SUITE 1040

City or town, state, and ZIP code
CORAL GABLES, FL 33134

A Employer identification number 20-4822537

B Telephone number (see instructions) (786) 270-3701

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 ▶ ☐

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

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)* ▶ $ 40,344,671.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis)*

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,051,952.	970,472.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,528,497.			
	b Gross sales price for all assets on line 6a 15,760,395.				
	7 Capital gain net income (from Part IV, line 2)		1,517,268.		
	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)	-41,648.	-41,648.		ATCH 2
	12 Total. Add lines 1 through 11	2,538,801.	2,446,092.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	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) *	144,068.	144,068.		
	17 Interest ATTACHMENT 4	231.	231.		
	18 Taxes (attach schedule) (see instructions) **	17,541.	17,541.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	78,605.	78,605.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	240,445.	240,445.		
	25 Contributions, gifts, grants paid	2,485,000.			2,485,000.
	26 Total expenses and disbursements Add lines 24 and 25	2,725,445.	240,445.		2,485,000.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-186,644.			
	b **Net investment income** (if negative, enter -0-)		2,205,647.		
	c **Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions. *ATCH 3 JSA ** ATCH 5 Form **990-PF** (2011)

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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	473,429.	783,763.	783,387.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach 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)			
	b	Investments - corporate stock (attach schedule) ATCH 7	16,207,299.	17,008,838.	19,472,262.
	c	Investments - corporate bonds (attach schedule) ATCH 8	12,294,751.	11,327,473.	11,057,388.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	9,796,051.	9,419,481.	9,031,634.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	38,771,530.	38,539,555.	40,344,671.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	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	38,771,530.	38,539,555.	
	30	**Total net assets or fund balances** (see instructions)	38,771,530.	38,539,555.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	38,771,530.	38,539,555.	

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	38,771,530.
2	Enter amount from Part I, line 27a	2	-186,644.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	38,584,886.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 10	5	45,331.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	38,539,555.

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) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,517,268.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,944,512.	40,692,032.	0.047786
2009	2,275,938.	38,184,546.	0.059604
2008	265,000.	46,108,373.	0.005747
2007	2,307,175.	53,855,720.	0.042840
2006	100,000.	9,706,070.	0.010303

2	Total of line 1, column (d)	2	0.166280
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	0.033256
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	43,314,648.
5	Multiply line 4 by line 3	5	1,440,472.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	22,056.
7	Add lines 5 and 6	7	1,462,528.
8	Enter qualifying distributions from Part XII, line 4	8	2,485,000.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ **(attach copy of letter if necessary - see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b . . .			1	22,056.
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	22,056.
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	22,056.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . .	6a	64,212.		
b	Exempt foreign organizations - tax withheld at source . . .	6b			
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c			
d	Backup withholding erroneously withheld . . .	6d			
7	Total credits and payments Add lines 6a through 6d . . .			7	64,212.
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	42,156.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 42,156. **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? . . .	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year? . . .	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* . . .	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year? . . .	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FLORIDA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* . . .	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV* . . .	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* . . .	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ RICHARD KOHAN, AFO LLC Telephone no ▶ 786-270-3710

Located at ▶ TWO ALHAMBRA PLAZA, SUITE 1040 CORAL GABLES, FL ZIP + 4 ▶ 33134

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

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	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 2011 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 2011)*	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 2011?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

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

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		0	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	42,670,590.
b	Average of monthly cash balances	1b	1,303,672.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	43,974,262.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	43,974,262.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	659,614.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	43,314,648.
6	**Minimum investment return.** Enter 5% of line 5	6	2,165,732.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6		1	2,165,732.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 22,056.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	22,056.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	2,143,676.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	2,143,676.
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	2,143,676.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,485,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,485,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	22,056.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,462,944.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,143,676.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			2,482,550.	
b Total for prior years 20 09 ,20 08 ,20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 2,485,000.				
a Applied to 2010, but not more than line 2a			2,482,550.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				2,450.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				2,141,226.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see 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 2011, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 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 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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 12				
Total . . . . ▶ **3a**				2,485,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,051,952.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	-41,648.	
8 Gain or (loss) from sales of assets other than inventory			18	1,528,497.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,538,801.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,538,801.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee

11/2/12
Date

Trustee
Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
MARK T. NASH		10/31/2012		P00396721

Firm's name ▶ PRICEWATERHOUSECOOPERS LLP
Firm's EIN ▶ 13-4008324
Firm's address ▶ 2001 ROSS AVENUE, SUITE 1800
DALLAS, TX 75201-2997
Phone no 214-999-1400

Form **990-PF** (2011)

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME	1,037,407.	955,927.
INTEREST INCOME	14,545.	14,545.
TOTAL	1,051,952.	970,472.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORTHERN TRUST #26-46807	2,247.	2,247.
NORTHERN TRUST #26-67948	1,262.	1,262.
AP EUROPE VII PRIVATE INVESTORS OFFSHORE	-45,256.	-45,256.
BLACKSTONE PARTNERS OFFSHORE, LTD	99.	99.
TOTALS	-41,648.	-41,648.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	144,068.	144,068.
TOTALS	144,068.	144,068.

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INTEREST EXPENSE	231.	231.
TOTALS	231.	231.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID		17,541.	17,541.
	TOTALS	17,541.	17,541.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GUGGENHEIM PLUS II LP	7,819.	7,819.
BLACKSTONE PARTNERS OFFSHORE	49,112.	49,112.
SILVER CREEK LOW VOL STRATEGY	21,674.	21,674.
TOTALS	78,605.	78,605.

Portfolio Value - summary

As of 31 DEC 11

Consolidation Name

M&M ARISON FAMILY FOUNDATION

Equities

Security Description Long			Market Price Local		
Asset ID	Shares/Par	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Total
DOLLAR TREE INC COM STK			83 110		
CUSIP 256746108	710 000	0 00	59,008 10	55,733 50	3,274 60
SALESFORCE COM INC COM STK			101 460		
CUSIP 79466L302	612 000	0 00	62,093 52	41,360 77	20,732 75
POLYPORE INTL INC COM			43 990		
CUSIP 73179V103	848 000	0 00	37,303 52	53,483 53	-16,180 01
DU PONT E I DE NEMOURS & CO COM STK			45 780		
CUSIP 263534109	1,365 000	0 00	62,489 70	56,188 85	6,300 85
BIOGEN IDEC INC COM STK			110 050		
CUSIP 09062X103	584 000	0 00	64,269 20	59,598 54	4,670 66
HALLIBURTON CO COM			34 510		
CUSIP 406216101	865 000	0 00	29,851 15	40,019 57	-10,168 42
LULULEMON ATHLETICA INC COM			46 660		
CUSIP 550021109	1,270 000	0 00	59,258 20	57,851 78	1,406 42
GREEN MTN COFFEE ROASTERS			44 850		
CUSIP 393122106	544 000	0 00	24,398 40	18,216 22	6,182 18
ADR BHP BILLITON LTD SPONSORED ADR			70 630		
CUSIP 088606108	575 000	0 00	40,612 25	33,314 52	7,297 73
INFORMATICA CORP COM			36 930		
CUSIP 45666Q102	800 000	0 00	29,544 00	34,687 71	-5,143 71
INTERNATIONAL BUSINESS MACHS CORP COM			183 880		
CUSIP 459200101	628 000	0 00	115,476 64	53,698 04	61,778 60
ADR ARM HLDS PLC SPONSORED ISIN US0420681068			27 670		
CUSIP 042068106	2,145 000	0 00	59,352 15	57,162 28	2,189 87
MC DONALDS CORP COMMON STOCK, NO PAR			100 330		
CUSIP 580135101	950 000	0 00	95,313 50	42,227 50	53,086 00
COACH INC COM			61 040		
CUSIP 189754104	1,097 000	246 82	66,960 88	59,945 74	7,015 14
DEVON ENERGY CORP NEW COM			62 000		
CUSIP 25179M103	2,535 000	0 00	157,170 00	152,646 97	4,523 03
INTERNATIONAL BUSINESS MACHS CORP COM			183 880		
CUSIP 459200101	490 000	0 00	90,101 20	80,373 07	9,728 13
3M CO COM			81 730		
CUSIP 88579Y101	995 000	0 00	81,321 35	77,399 66	3,921 69
BAXTER INTL INC COMMON STOCK			49 480		
CUSIP 071813109	1,455 000	487 42	71,993 40	60,171 82	11,821 58
PPG INDUSTRIES INC , COMMON STOCK, $1 66 2/3 PAR			83 490		
CUSIP 693506107	565 000	0 00	47,171 85	49,842 07	-2,670 22

^ Complete cost information not available

*Generated by Northern Trust on 30 Oct 12

Security Description Long			Market Price Local		
Asset ID	Shares/Par	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Total
Equities					
CONAGRA FOODS INC			26 400		
CUSIP 205887102	3,960 000	0 00	104,544 00	93,928 80	10,615 20
DICKS SPORTING GOODS INC OC-COM			36 880		
CUSIP 253393102	1,750 000	0 00	64,540 00	64,452 27	87 73
CUMMINS INC			88 020		
CUSIP 231021106	935 000	0 00	82,298 70	45,833 39	36,465 31
PEPSICO INC COM			66 350		
CUSIP 713448108	1,547 000	796 70	102,643 45	95,251 85	7,391 60
PRECISION CASTPARTS CORP COM			164 790		
CUSIP 740189105	495 000	14 85	81,571 05	61,956 15	19,614 90
NATIONAL OILWELL VARCO COM STK			67 990		
CUSIP 637071101	1,755 000	0 00	119,322 45	59,545 59	59,776 86
UNITED TECHNOLOGIES CORP COM			73 090		
CUSIP 913017109	1,035 000	0 00	75,648 15	70,915 30	4,732 85
SCHLUMBERGER LTD COM COM			68 310		
CUSIP 806857108	2,030 000	507 50	138,669 30	119,408 34	19,260 96
QUEST DIAGNOSTICS INC COM			58 060		
CUSIP 74834L100	1,370 000	0 00	79,542 20	69,229 83	10,312 37
WELLS FARGO & CO NEW COM STK			27 560		
CUSIP 949746101	3,215 000	0 00	88,605 40	88,903 16	-297 76
PNC FINANCIAL SERVICES GROUP COM STK			57 670		
CUSIP 693475105	2,400 000	0 00	138,408 00	136,254 63	2,153 37
KIMBERLY-CLARK CORP COMMON STOCK $5 PAR			73 560		
CUSIP 494368103	840 000	588 00	61,790 40	50,706 27	11,084 13
WALT DISNEY CO			37 500		
CUSIP 254687106	2,355 000	1,413 00	88,312 50	67,895 89	20,416 61
PRICELINE COM INC COM NEW STK			467 710		
CUSIP 741503403	171 000	0 00	79,978 41	74,191 77	5,786 64
STARBUCKS CORP COM			46 010		
CUSIP 855244109	2,505 000	0 00	115,255 05	62,342 48	52,912 57
ALLERGAN INC COM STOCK			87 740		
CUSIP 018490102	555 000	0 00	48,695 70	43,929 50	4,766 20
ORACLE CORPORATION COM			25 650		
CUSIP 68389X105	1,685 000	0 00	43,220 25	28,055 53	15,164 72
DEERE & CO , COMMON STOCK, $1 PAR			77 350		
CUSIP 244199105	1,265 000	518 65	97,847 75	80,100 13	17,747 62
AUTODESK INC , COMMON STOCK			30 330		
CUSIP 052769106	1,305 000	0 00	39,580 65	38,827 29	753 36

^ Complete cost information not available

*Generated by Northern Trust on 30 Oct 12

Security Description Long Asset ID	Shares/Par	Accrued Income/Expense	Market Price Local Market Value	Cost	Unrealized Gain/Loss - Total
Equities					
COSTCO WHOLESALE CORP NEW COM			83 320		
CUSIP 22160K105	805 000	0 00	67,072 60	35,297 58	31,775 02
GOOGLE INC CL A CL A			645 900		
CUSIP 38259P508	340 000	0 00	219,606 00	159,769 47	59,836 53
RED HAT INC COM			41 290		
CUSIP 756577102	1,245 000	0 00	51,406 05	38,128 26	13,277 79
MATTEL INC COM STOCK $1 00 PAR			27 760		
CUSIP 577081102	2,605 000	0 00	72,314 80	67,008 72	5,306 08
JPMORGAN CHASE & CO COM			33 250		
CUSIP 46625H100	1,906 000	0 00	63,374 50	72,618 60	-9,244 10
PEPSICO INC COM			66 350		
CUSIP 713448108	2,340 000	1,205 10	155,259 00	146,259 51	8,999 49
WALT DISNEY CO			37 500		
CUSIP 254687106	1,145 000	0 00	42,937 50	40,101 06	2,836 44
EOG RESOURCES INC COM			98 510		
CUSIP 26875P101	1,295 000	0 00	127,570 45	132,348 26	-4,777 81
EXXON MOBIL CORP COM			84 760		
CUSIP 30231G102	855 000	0 00	72,469 80	50,320 34	22,149 46
PERRIGO CO COM			97 300		
CUSIP 714290103	435 000	0 00	42,325 50	39,419 23	2,906 27
ALEXION PHARMACEUTICALS INC COM			71 500		
CUSIP 015351109	1,088 000	0 00	77,792 00	27,906 06	49,885 94
TERADATA CORP DEL COM STK			48 510		
CUSIP 88076W103	1,140 000	0 00	55,301 40	43,702 13	11,599 27
CITRIX SYS INC COMMON STOCK			60 720		
CUSIP 177376100	1,374 000	0 00	83,429 28	60,636 45	22,792 83
MONSANTO CO NEW COM			70 070		
CUSIP 61166W101	1,035 000	0 00	72,522 45	73,658 42	-1,135 97
F5 NETWORKS INC COM STK			106 120		
CUSIP 315616102	334 000	0 00	35,444 08	22,273 10	13,170 98
NIKE INC CL B CL B			96 370		
CUSIP 654106103	930 000	334 80	89,624 10	44,182 90	45,441 20
MASTERCARD INC CL A			372 820		
CUSIP 57636Q104	144 000	0 00	53,686 08	49,788 71	3,897 37
ANADARKO PETROLEUM CORP, COMMON STOCK			76 330		
CUSIP 032511107	2,325 000	0 00	177,467 25	122,433 07	55,034 18
SYSCO CORP , COMMON STOCK, $1 PAR			29 330		
CUSIP 871829107	2,995 000	0 00	87,843 35	85,732 77	2,110 58

^ Complete cost information not available

*Generated by Northern Trust on 30 Oct 12

Portfolio Value - summary

As of 31 DEC 11

Consolidation Name **M&M ARISON FAMILY FOUNDATION**

Security Description Long Asset ID	Shares/Par	Accrued Income/Expense	Market Price Local Market Value	Cost	Unrealized Gain/Loss - Total
Equities					
DOVER CORP , COMMON STOCK $1 PAR			58 050		
CUSIP 260003108	1,690 000	0 00	98,104 50	72,720 53	25,383 97
CISCO SYSTEMS INC COMMON STOCK			18 080		
CUSIP 17275R102	5,087 000	0 00	91,972 96	106,094 30	-14,121 34
MARSH & MCLENNAN CO'S INC , COMMON STOCK, $1 PAR			31 620		
CUSIP 571748102	2,265 000	0 00	71,619 30	47,364 32	24,254 98
PFIZER INC COM			21 640		
CUSIP 717081103	7,450 000	0 00	161,218 00	111,973 50	49,244 50
US BANCORP			27 050		
CUSIP 902973304	3,560 000	445 00	96,298 00	84,712 34	11,585 66
MFO U S OPPORTUNITIES PORTFOLIO INSTL CL			33 490		
CUSIP 091929760	16,032 080	0 00	536,914 35	556,363 58	-19,449 23
AMAZON COM INC COM			173 100		
CUSIP 023135106	805 000	0 00	139,345 50	61,785 23	77,560 27
EMC CORP COM			21 540		
CUSIP 268648102	4,295 000	0 00	92,514 30	78,905 47	13,608 83
ABBOTT LABORATORIES, COMMON STOCK, NO PAR			56 230		
CUSIP 002824100	1,500 000	0 00	84,345 00	77,167 96	7,177 04
GRAINGER, W W , INC , COMMON STOCK, $1 PAR			187 190		
CUSIP 384802104	246 000	0 00	46,048 74	42,693 92	3,354 82
TRIMBLE NAV LTD COM			43 400		
CUSIP 896239100	1,520 000	0 00	65,968 00	60,238 19	5,729 81
STERICYCLE INC COM			77 920		
CUSIP 858912108	780 000	0 00	60,777 60	64,384 92	-3,607 32
CELGENE CORP COM			67 600		
CUSIP 151020104	1,425 000	0 00	96,330 00	73,359 91	22,970 09
JOHNSON CONTROLS INC COMMON STOCK $2 50 PAR			31 260		
CUSIP 478366107	3,870 000	696 60	120,976 20	109,544 96	11,431 24
PROCTER & GAMBLE COM NPV			66 710		
CUSIP 742718109	2,150 000	0 00	143,426 50	130,376 00	13,050 50
FLUOR CORP NEW COM			50 250		
CUSIP 343412102	745 000	93 12	37,436 25	40,199 05	-2,762 80
UNITEDHEALTH GROUP INC COM			50 680		
CUSIP 91324P102	1,890 000	0 00	95,785 20	54,016 20	41,769 00
AIR PRODUCTS AND CHEMICALS, INC , COMMON STOCK, $1 PAR			85 190		
CUSIP 009158106	1,050 000	609 00	89,449 50	69,655 36	19,794 14

^ Complete cost information not available

*Generated by Northern Trust on 30 Oct 12

Security Description Long Asset ID	Shares/Par	Accrued Income/Expense	Market Price Local Market Value	Cost	Unrealized Gain/Loss - Total
Equities					
AMERICAN EXPRESS CO , COMMON STOCK, $ 60PAR CUSIP 025816109	1,280 000	0 00	47 170 60,377 60	59,563 73	813 87
MFC VANGUARD MSCI EMERGING MKTS CUSIP 922042858	6,944 000	0 00	38 210 265,330 24	286,180 99	-20,850 75
MFO NUVEEN INVT TR TRADEWINDS VALUE OPPORTUNITIES FD CL I CUSIP 67064Y636	33,878 860	27,788 02	30 440 1,031,272 49	1,023,883 11	7,389 38
#REORG/AMERICAN TOWER MANDATORY EXC AMERICAN TOWER REIT 2F14A31 1/3/2012 CUSIP 029912201	1,135 000	0 00	60 010 68,111 35	58,042 46	10,068 89
DECKERS OUTDOOR CORP COM CUSIP 243537107	533 000	0 00	75 570 40,278 81	44,011 92	-3,733 11
EXXON MOBIL CORP COM CUSIP 30231G102	355 000	0 00	84 760 30,089 80	21,965 59	8,124 21
APACHE CORP , COMMON STOCK, $1 25 PAR CUSIP 037411105	812 000	0 00	90 580 73,550 96	57,182 93	16,368 03
APPLE INC COM STK CUSIP 037833100	758 000	0 00	405 000 306,990 00	64,877 60	242,112 40
INTUITIVE SURGICAL INC COM NEW STK CUSIP 46120E602	256 000	0 00	463 010 118,530 56	64,474 79	54,055 77
MFO MATTHEWS INTL FDS PAC TIGER FD INV CL CUSIP 577130107	75,999 350	0 00	20 330 1,545,066 78	1,182,082 37	362,984 41
TRAVELERS COS INC COM STK CUSIP 89417E109	1,970 000	0 00	59 170 116,564 90	94,461 50	22,103 40
ABBOTT LABORATORIES, COMMON STOCK, NO PAR CUSIP 002824100	2,510 000	0 00	56 230 141,137 30	116,830 70	24,306 60
PARKER-HANNIFIN CORP , COMMON STOCK, NO PAR CUSIP 701094104	1,120 000	0 00	76 250 85,400 00	65,551 81	19,848 19
APACHE CORP , COMMON STOCK, $1 25 PAR CUSIP 037411105	1,015 000	0 00	90 580 91,938 70	87,309 59	4,629 11
MC DONALDS CORP COMMON STOCK, NO PAR CUSIP 580135101	1,085 000	0 00	100 330 108,858 05	72,206 75	36,651 30
UNITED TECHNOLOGIES CORP COM CUSIP 913017109	2,120 000	0 00	73 090 154,950 80	138,478 40	16,472 40
LINEAR TECH CORP DEL CUSIP 535678106	1,390 000	0 00	30 030 41,741 70	42,482 84	-741 14

^ Complete cost information not available

*Generated by Northern Trust on 30 Oct 12

Portfolio Value - summary

As of 31 DEC 11

Consolidation Name

M&M ARISON FAMILY FOUNDATION

Security Description Long			Market Price Local		
Asset ID	Shares/Par	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Total
Equities					
GENERAL MILLS INC COM			40 410		
CUSIP 370334104	2,365 000	0 00	95,569 65	83,070 62	12,499 03
JUNIPER NETWORKS INC COM			20 410		
CUSIP 48203R104	2,495 000	0 00	50,922 95	44,953 52	5,969 43
MFO ROWE T PRICE INTERNATIONAL FUNDS INCNEW ASIA FUND OPEN END FUND			13 910		
CUSIP 77956H500	37,566 410	0 00	522,548 76	596,655 41	-74,106 65
MFO JPMORGAN TR I US LARGE CAP CORE PLUSFD SELECT CL			19 740		
CUSIP 4812A2389	50,212 410	0 00	991,192 97	920,795 34	70,397 63
MFO MANAGERS AMG FDS TIMESSQUARE MID CAPGROWTH FD PREMIER			13 210		
CUSIP 561709833	85,692 780	0 00	1,132,001 62	1,093,268 68	38,732 94
AIR PRODUCTS AND CHEMICALS, INC , COMMON STOCK, $1 PAR			85 190		
CUSIP 009158106	652 000	378 16	55,543 88	48,352 13	7,191 75
COVIDIEN PLC USD0 20(POST CONSOLIDATION)			45 010		
CUSIP G2554F113	1,180 000	0 00	53,111 80	46,867 29	6,244 51
KANSAS CITY SOUTHN			68 010		
CUSIP 485170302	1,604 000	0 00	109,088 04	58,036 40	51,051 64
AMERICAN EXPRESS CO , COMMON STOCK, $ 60PAR			47 170		
CUSIP 025816109	2,425 000	0 00	114,387 25	105,142 92	9,244 33
QUALCOMM INC COM			54 700		
CUSIP 747525103	2,675 000	0 00	146,322 50	113,345 33	32,977 17
#REORG/DIRECTV COM CL A NAME,CUSIP CHANGE DI			42 760		
CUSIP 25490A101	1,340 000	0 00	57,298 40	63,386 78	-6,088 38
NIKE INC CL B CL B			96 370		
CUSIP 654106103	705 000	253 80	67,940 85	57,311 13	10,629 72
MEDTRONIC, INC , COMMON STOCK, $ 10 PAR			38 250		
CUSIP 585055106	3,880 000	0 00	148,410 00	153,958 40	-5,548 40
EXXON MOBIL CORP COM			84 760		
CUSIP 30231G102	1,400 000	0 00	118,664 00	82,516 00	36,148 00
PRUDENTIAL FINL INC COM			50 120		
CUSIP 744320102	1,910 000	0 00	95,729 20	101,431 86	-5,702 66
CHUBB CORP, COMMON STOCK, $1 PAR			69 220		
CUSIP 171232101	1,500 000	585 00	103,830 00	83,399 57	20,430 43
ILLINOIS TOOL WKS INC COM			46 710		
CUSIP 452308109	1,845 000	664 20	86,179 95	81,710 99	4,468 96

^ Complete cost information not available

*Generated by Northern Trust on 30 Oct 12

Portfolio Value - summary

As of 31 DEC 11

Consolidation Name **M&M ARISON FAMILY FOUNDATION**

Security Description Long			Market Price Local		
Asset ID	**Shares/Par**	**Accrued Income/Expense**	**Market Value**	**Cost**	**Unrealized Gain/Loss - Total**
Equities					
MFC ISHARES TR RUSSELL 2000 INDEX FD			73 690		
CUSIP 464287655	3,650 000	0 00	268,968 50	301,033 39	-32,064 89
ESTEE LAUDER COMPANIES INC CL A USD0 01			112 320		
CUSIP 518439104	385 000	0 00	43,243 20	34,015 74	9,227 46
CERNER CORP COM			61 250		
CUSIP 156782104	1,377 000	0 00	84,341 25	42,335 61	42,005 64
FREEPORT-MCMORAN COPPER & GOLD INC			36 790		
CUSIP 35671D857	850 000	0 00	31,271 50	16,287 79	14,983 71
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACL A			64 310		
CUSIP 192446102	1,819 000	0 00	116,979 89	79,692 96	37,286 93
WHOLE FOODS MKT INC COM			69 580		
CUSIP 966837106	1,365 000	0 00	94,976 70	49,717 68	45,259 02
BOEING CO COM			73 350		
CUSIP 097023105	960 000	0 00	70,416 00	52,778 32	17,637 68
TIFFANY & CO COMMON STOCK			66 260		
CUSIP 886547108	1,490 000	432 10	98,727 40	69,145 04	29,582 36
INTERCONTINENTALEXCHANGE INC COM			120 550		
CUSIP 45865V100	532 000	0 00	64,132 60	55,722 54	8,410 06
DANAHER CORP COMMON STOCK $ 01 PAR			47 040		
CUSIP 235851102	2,380 000	59 50	111,955 20	90,217 02	21,738 18
ACME PACKET INC COM STOCK			30 910		
CUSIP 004764106	810 000	0 00	25,037 10	44,135 52	-19,098 42
MFO DODGE & COX INTERNATIONAL STOCK FUND			29 240		
CUSIP 256206103	100,311 900	0 00	2,933,119 95	2,821,527 51	111,592 44
MICROSOFT CORP COM			25 960		
CUSIP 594918104	4,400 000	0 00	114,224 00	113,124 00	1,100 00
AMGEN INC COMMON STOCK			64 210		
CUSIP 031162100	1,085 000	0 00	69,667 85	63,055 83	6,612 02
MERCK & CO INC NEW COM			37 700		
CUSIP 58933Y105	3,505 000	1,472 10	132,138 50	113,058 24	19,080 26
OCCIDENTAL PETROLEUM CORP			93 700		
CUSIP 674599105	2,030 000	933 80	190,211 00	156,865 76	33,345 24
JOHNSON & JOHNSON COM USD1			65 580		
CUSIP 478160104	1,735 000	0 00	113,781 30	103,544 80	10,236 50
Total Equities					
		40,523.24	**19,472,262.31**	**17,008,837.89**	**2,463,424.42**
Fixed Income					

^ Complete cost information not available

*Generated by Northern Trust on 30 Oct 12

Portfolio Value - summary

As of 31 DEC 11

Consolidation Name **M&M ARISON FAMILY FOUNDATION**

Security Description Long			Market Price Local		
Asset ID	Shares/Par	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Total
Fixed Income					
MFO DREYFUS EMERGING MARKETS DEBT LOCAL CURRENCY FUND-I			13 160		
CUSIP 261980494	38,379 420	0 00	505,073 16	544,045 21	-38,972 05
MFO JPMORGAN TR I INTL CURRENCY INCOME FD SELECT CL			10 830		
CUSIP 4812A3296	47,846 000	0 00	518,172 18	519,119 65	-947 47
MFO EATON VANCE MUTUAL FDS TRUST GLOBAL MACRO ABSOLUTE RETURN FD CL I			9 820		
CUSIP 277923728	71,953 540	2,363 17	706,583 76	735,570 79	-28,987 03
MFO JPMORGAN TR I STRATEGIC INCOME OPPTYS FD SELECT CL			11 330		
CUSIP 4812A4351	92,423 360	4,509 24	1,047,156 66	1,073,946 95	-26,790 29
MFO TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL			12 370		
CUSIP 880208400	127,526 370	0 00	1,577,501 19	1,691,105 35	-113,604 16
MFO EATON VANCE MUTUAL FDS TR FLOATING RATE-I			8 810		
CUSIP 277911491	169,973 440	5,456 39	1,497,466 00	1,497,550 71	-84 71
MFO JPMORGAN TR II HIGH YIELD FD CL R6			7 610		
CUSIP 4812C0126	284,764 260	13,864 18	2,167,056 01	2,264,162 75	-97,106 74
MFO RIDGEWORTH FDS INTERMEDIATE BD FD CLI			10 460		
CUSIP 76628T702	290,475 990	4,682 77	3,038,378 85	3,001,971 55	36,407 30
Total Fixed Income		**30,875.75**	**11,057,387.81**	**11,327,472.96**	**-270,085.15**
Real Estate					
GUGGENHEIM REIT FUND			545 000		
CUSIP 9951AR997	275 000	0 00	545 00	275 00	270 00
Total Real Estate		**0 00**	**545.00**	**275.00**	**270.00**
Venture Capital and Partnerships					
GUGGENHEIM PLUS II			1,022,479 000		
CUSIP 000473801	1,499,500 000	0 00	1,022,479 00	1,499,500 00	-477,021 00
APAX EUROPE VII-B			1 156		
SEDOL 676852U	1,100,651 880	0 00	1,651,912 41	1,554,470 90	97,441 51
Total Venture Capital and Partnerships		**0.00**	**2,674,391.41**	**3,053,970.90**	**-379,579.49**
Other Assets					
&&&ENHANCED NOTE - BARCLAYS 95% FX BREN DUE 12/20/12			0 955		
CUSIP 000697714	250,000 000	0 00	238,725 00	250,000 00	-11,275 00
Total Other Assets					

^ Complete cost information not available

*Generated by Northern Trust on 30 Oct 12

Portfolio Value - summary

As of 31 DEC 11

Consolidation Name

M&M ARISON FAMILY FOUNDATION

Security Description Long Asset ID	Shares/Par	Accrued Income/Expense	Market Price Local Market Value	Cost	Unrealized Gain/Loss - Total
		0.00	**238,725.00**	**250,000.00**	**-11,275.00**
Hedge Fund					
CF SILVER CREEK LV12 CL S SER A1_0908B FUND CUSIP 528999EF8	81 980	0 00	81 670 6,695 30	8,555 58	-1,860 28
CF SILVER CREEK LV12 CL S SER A1_0908A FUND CUSIP 528999DD4	1,018 180	0 00	55 040 56,040 62	106,259 04	-50,218 42
CF SILVER CREEK LVI2 CL S SER A1_0308(FOR QE II ONLY) FUND CUSIP 308999RT0	729 180	0 00	18 080 13,183 57	69,221 20	-56,037 63
CF SILVER CREEK LV12 CL S SER A1_0908C FUND CUSIP 528999004	1,154 530	0 00	108 930 125,762 95	120,880 20	4,882 75
CF BLACKSTONE PARTNERS OFFSHORE LTD CL H1 - LEAD SER FD CUSIP 118992940	3,704 110	0 00	1,138 620 4,217,573 72	4,000,000 00	217,573 72
CF SILVER CREEK LOW VOL SRAT II LTD LV12CL A1 SER 0708 (ONLY QEII) FUND CUSIP 528999EE1	12,218 700	0 00	135 240 1,652,456 98	1,713,328 56	-60,871 58
CF SILVER CREEK LOW VOL STRATEGIES II LTD LVI2 CL S SER A1_0707B SIDEPOCKET FD CUSIP 827599AE1	78 890	0 00	0 000 0 00	7,564 54	-7,564 54
CF SILVER CREEK LOW VOL STRATGS II LTD LV12 CL S SER A-1_0807A SIDE POCKET FUND CUSIP 112999AA5	592 770	0 00	3 770 2,234 74	54,109 64	-51,874 90
CF SILVER CREEK LOW VOL STRATEGIES II LTD LV12 CL S SER A1_0807B SIDEPOCKET FU CUSIP 112999AD9	149 920	0 00	71 970 10,789 74	12,606 17	-1,816 43
CF SILVER CREEK LOW VOL STRATGS II LTD LVI2 CL S SER A-1_0707A SIDE POCKET FD CUSIP 827599AD3	238 160	0 00	139 550 33,235 22	22,709 89	10,525 33
Total Hedge Fund		**0.00**	**6,117,972.84**	**6,115,234.82**	**2,738.02**
Cash and Cash Equivalents					
EURO	0 000	-2 44	0 770 1,201 93	1,290 82	-88 89
MFB NORTHERN INSTL FDS NI GOVT SELECT SHARES CUSIP 665278701	0 440	0 00	1 000 0 44	0 44	0 00
EURO	0 000	0 00	0 770 3,894 45	4,182 48	-288 03

^ Complete cost information not available

*Generated by Northern Trust on 30 Oct 12

Security Description Long Asset ID	Shares/Par	Accrued Income/Expense	Market Price Local Market Value	Cost	Unrealized Gain/Loss - Total
Cash and Cash Equivalents					
UNITED STATES DOLLAR	0 000	-176 00	1 000 0 00	0 00	0 00
MFB NORTHERN INSTL FDS NI GOVT SELECT SHARES CUSIP 665278701	837,286 610	34 45	1 000 837,286 61	837,286 61	0 00
Total Cash and Cash Equivalents		**-143.99**	**842,383.43**	**842,760.35**	**-376.92**
Adjustments To Cash					
UNITED STATES DOLLAR	0 000	0 00	1 000 38,714 79	38,714 79	0 00
UNITED STATES DOLLAR	0 000	0 00	1 000 -97,711 66	-97,711 66	0 00
Total Adjustments To Cash		**0.00**	**-58,996.87**	**-58,996.87**	**0.00**
Report Total:		**71,255.00**	**40,344,670.93**	**38,539,555.05**	**1,805,115.88**

^ Complete cost information not available

*Generated by Northern Trust on 30 Oct 12

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SECURITIES		17,008,838.	19,472,262.
	TOTALS	17,008,838.	19,472,262.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS	3,761,713.	3,664,522.
GOVERNMENT AGENCIES	6,491,813.	6,345,709.
OTHER FIXED INCOME	1,073,947.	1,047,157.
TOTALS	11,327,473.	11,057,388.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
HEDGE FUNDS		9,169,206.	8,792,364.
REAL ESTATE		275.	545.
MISCELLANEOUS		250,000.	238,725.
	TOTALS	9,419,481.	9,031,634.

ATTACHMENT 10

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

DESCRIPTION		AMOUNT
BOOK/TAX DIFFERENCE		45,331.
	TOTAL	45,331.

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
JAMES M. DUBIN 1285 AVENUE OF THE AMERICAS 24TH FLOOR NEW YORK, NY 10019	TRUSTEE 5.00	0	0	0
JOHN J. O'NEIL 1285 AVENUE OF THE AMERICAS 32ND FLOOR NEW YORK, NY 10019	TRUSTEE 5.00	0	0	0
	GRAND TOTALS	0	0	0

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

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SUSAN G KOMEN BREAST CANCER FOUNDATION 5005 LBJ FREEWAY, SUITE 250 DALLAS, TX 75244	NONE PUBLIC CHARITY	GENERAL FUND	50,000
AMERICAN CANCER SOCIETY 8095 NW 12TH STREET, SUITE 200 DORAL, FL 33126	NONE PUBLIC CHARITY	GENERAL FUND	100,000
WOMEN OF TOMORROW MENTOR AND SCHOLARSHIP PROGRAM 22 EAST FLAGLER STREET, 6TH FLOOR MIAMI, FL 33131	NONE PUBLIC CHARITY	GENERAL FUND	50,000
AMERICAN HEART ASSOCIATION 2600 SW 3RD AVE #900 MIAMI, FL 33129	NONE PUBLIC CHARITY	GENERAL FUND	100,000
BIG BROTHERS/BIG SISTERS INTERNATIONAL PLAZA 701 SW 27 AVE #800 MIAMI, FL 33135-3026	NONE PUBLIC CHARITY	GENERAL FUND	100,000
BOYS & GIRLS CLUB P O. BOX 330219 MIAMI, FL 33233-0219	NONE PUBLIC CHARITY	GENERAL FUND	25,000

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDREN'S BEREAVEMENT CENTER 7600 S RED ROAD, SUITE 307 MIAMI, FL 33143	NONE PUBLIC CHARITY	GENERAL FUND	5,000
FAIRCHILD TROPICAL GARDENS 10901 OLD CUTLER ROAD CORAL GABLES, FL 33156-4296	NONE PUBLIC CHARITY	GENERAL FUND	10,000.
MIAMI LIGHTHOUSE FOR THE BLIND 601 SW 8TH AVENUE MIAMI, FL 33130	NONE PUBLIC CHARITY	GENERAL FUND	50,000
MUSEUM OF CONTEMPORARY ART JOAN LEHMAN BUILDING 700 N E 125 STREET NORTH MIAMI, FL 33161	NONE PUBLIC CHARITY	GENERAL FUND	250,000.
SAVE VENICE, INC 1104 LEXINGTON AVENUE, 4C NEW YORK, NY 10075	NONE PUBLIC CHARITY	GENERAL FUND	225,000
ST. JUDES CHILDREN'S HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105-1942	NONE PUBLIC CHARITY	GENERAL FUND	50,000

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VOICES FOR CHILDREN FOUNDATION 1500 NW 12 AVE #1117 MIAMI, FL 33136	NONE PUBLIC CHARITY	GENERAL FUND	100,000
BAPTIST HEALTH SOUTH FLORIDA FOUNDATION 8900 NORTH KENDALL DRIVE MIAMI, FL 33176	NONE PUBLIC CHARITY	GENERAL FUND	125,000
MIAMI CHILDREN'S MUESEUM 980 MACARTHUR CAUSEWAY MIAMI, FL 33132	NONE PUBLIC CHARITY	GENERAL FUND	35,000
MUSICIANS ON CALL, INC 1133 BROADWAY SUITE 630 NEW YORK, NY 10010	NONE PUBLIC CHARITY	GENERAL FUND	10,000
NEW WORLD SYMPHONY 541 LINCOLN ROAD MIAMI BEACH, FL 33139	NONE PUBLIC CHARITY	GENERAL FUND	105,000.
PROJECT MEDISHARE 8260 NE 2ND AVENUE, SUITE B MIAMI, FL 33138	NONE PUBLIC CHARITY	GENERAL FUND	5,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE EVERGLADES FOUNDATION 18001 OLD CUTLER ROAD, SUITE 625 PALMETTO BAY, FL 33157	NONE PUBLIC CHARITY	GENERAL FUND	20,000
THE JEWISH GUILD FOR THE BLIND 15 WEST 65TH STREET NEW YORK, NY 10023-6601	NONE PUBLIC CHARITY	GENERAL FUND	5,000
UNITED WAY OF MIAMI-DADE 3250 SW 3RD AVENUE MIAMI, FL 33129-2172	NONE PUBLIC CHARITY	GENERAL FUND	200,000.
UNIV OF MIAMI - SYLVESTER COMPRE CANCER CENTER 1600 NW 10TH AVENUE, RMSB 1140 (R-699) MIAMI, FL 33136	NONE PUBLIC CHARTIY	GENERAL FUND	50,000.
CHARLEE (FOSTER CARE) - MEDICAL SERVICES DEPT 155 SOUTH MIAMI AVENUE, SUITE 700 MIAMI, FL 33130	NONE PUBLIC CHARITY	GENERAL FUND	50,000
HOME STRONG 200 SOUTH BISCAYNE BLVD, SUITE 505 MIAMI, FL 33133	NONE PUBLIC CHARITY	GENERAL FUND	50,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY PARTNERSHIP FOR THE HOMELESS 1550 NORTH MIAMI AVENUE MIAMI, FL 33136	NONE PUBLIC CHARITY	GENERAL FUND	50,000
MAGIC JOHNSON FOUNDATION 9100 WILSHIRE BLVD, SUITE 700 EAST TOWER, BEVERLY HILLS, CA 90212	NONE PUBLIC CHARITY		25,000
MIAMI HEAT FOUNDATION 200 SOUTH BISCAYNE BLVD, SUITE 505 MIAMI, FL 33131	NONE PUBLIC CHARITY	GENERAL FUND	100,000
MIAMI PROJECT TO CURE PARALYSIS 1095 NORTH WEST 14TH TERRACE MIAMI, FL 33136	NONE PUBLIC CHARITY	GENERAL FUND	250,000
OLYMPIA CENTER 174 EAST FLAGLER STREET MIAMI, FL 33131	NONE	GENERAL FUND	10,000.
OVERTOWN YOUTH CENTER 450 NW 14TH STREET MIAMI, FL 33136	NONE PUBLIC CHARITY	GENERAL FUND	100,000

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
POSSE FOUNDATION 1101 BRICKELL AVENUE, SUITE 1000N MIAMI, FL 33131	NONE PUBLIC CHARITY	GENERAL FUND	10,000
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE, FL 32256	NONE PUBLIC CHARITY	GENERAL FUND	55,000
YOUNGARTS GALA 777 BRICKELL AVENUE, SUITE 370 MIAMI, FL 33131	NONE PUBLIC CHARITY	GENERAL FUND	100,000
HONEYSHINE MENTORING PROGRAM 2140 SOUTH DIXIE HIGHWAY SUITE 101 COCONUT GROVE, FL 33133	NONE PUBLIC CHARITY	GENERAL FUND	10,000.
NATIONAL DISASTER SEARCH DOG FDN 501 EAST OJAI AVENUE OJAI, CA 93023	NONE PUBLIC CHARITY	GENERAL FUND	5,000
		TOTAL CONTRIBUTIONS PAID	2,485,000.

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

2011

Name of estate or trust MICKY AND MADELEINE ARISON FAMILY FOUNDATION
C/O RICHARD KOHAN, AFO LLC

Employer identification number 20-4822537

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	15,449.
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	73.
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 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	15,522.

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	1,056,897.
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	102,397.
9	Capital gain distributions	9	342,452.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 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	1,501,746.

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

Part III **Summary of Parts I and II** **Caution:** *Read the instructions **before** completing this part.*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			15,522.
14 **Net long-term gain or (loss):**				
a Total for year	14a			1,501,746.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			167.
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			1,517,268.

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** in 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 **Schedule D Tax Worksheet** in 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 **Schedule D Tax Worksheet** in 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 2011 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 2011 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-1
(Form 1041)

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

2011

Name of estate or trust	Employer identification number
MICKY AND MADELEINE ARISON FAMILY FOUNDATION	20-4822537

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

(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
1a MFO DODGE & COX INTL 3143.67 SHS	02/14/2011	11/03/2011	100,000.	115,121.	-15,121.
MFO RIDGEWORTH FDS 15967 SHS	VARIOUS	11/03/2011	172,445.	166,695.	5,750.
MATTHEW INTL FUNDS 5045 SHS	VARIOUS	VARIOUS	110,262.	113,864.	-3,602.
NT - 56127 SEE STATEMENT A	VARIOUS	VARIOUS	1,707,617.	1,793,689.	-86,072.
MFO NUVEEN INVT 1618 SHS	VARIOUS	11/03/2011	57,050.	56,865.	185.
EATON VANCE 11312 SHS	VARIOUS	11/03/2011	100,000.	102,435.	-2,435.
PIMCO FDS PAC INVT 14240 SHS	VARIOUS	VARIOUS	149,851.	149,731.	120.
MFO JPMORGAN US LG CAP 237 SHS	12/20/2010	11/03/2011	4,834.	4,846.	-12.
NT - 91720 SEE STATEMENT B	VARIOUS	VARIOUS	574,517.	457,865.	116,652.
APAX EUROPE	VARIOUS	VARIOUS	111,753.	111,769.	-16.

1b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 15,449.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

JSA
1F1221 2 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

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

	(a) Description of property (Example 100 sh 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) Subtract (e) from (d)
6a	MFO RIDGEWORTH FDS 21010 SHS	VARIOUS	11/03/2011	227,555.	219,600.	7,955.
	MATTHEW INTL FUNDS 70890 SHS	VARIOUS	2/11/2011	1,539,738.	1,068,328.	471,410.
	NT - 56127 SEE STATEMENT A	VARIOUS	VARIOUS	1,433,822.	1,113,603.	320,219.
	MFO NUVEEN INVT 1218 SHS	06/15/2011	11/03/2011	42,950.	37,771.	5,179.
	PIMCO FDS PAC INVT 309989 SHS	VARIOUS	VARIOUS	3,237,927.	2,981,328.	256,599.
	MFO MGRS AMG FDS 7133 SHS	01/31/2007	11/03/2011	100,000.	93,937.	6,063.
	MFO JPMORGAN US LG CAP 4670 SHS	06/18/2010	11/03/2011	95,166.	85,593.	9,573.
	NT - 91720 SEE STATEMENT B	VARIOUS	VARIOUS	269,069.	289,170.	-20,101.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	1,056,897.

Schedule D-1 (Form 1041) 2011

JSA

1F1222 2 000

2011 Tax Information Statement

Account Number: 26-56127
Recipient's Tax ID Number: XX-XXX2537

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address: Ref: DR
MICKY & MADELINE ARISON FAMILY FDN
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES , FL 33134

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

2011 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
244.0000	231021106	CUMMINS ENGINE INC	Various	01/05/2011	27,537.42	16,381.20	11,156.22	0.00
1095.0000	655664100	NORDSTROM INC	Various	01/12/2011	45,709.79	41,799.71	3,910.08	0.00
905.0000	25659T107	DOLBY LABORATORIES INC CL A	Various	01/18/2011	54,353.08	58,660.80	-4,307.72	0.00
695.0000	871829107	SYSCO CORP	Various	01/27/2011	20,559.65	19,991.70	567.95	0.00
30.0000	966837106	WHOLE FOODS MKT INC	08/04/2010	01/27/2011	1,558.92	1,121.15	437.77	0.00
380.0000	966837106	WHOLE FOODS MKT INC	Various	01/28/2011	19,748.98	14,184.68	5,564.31	0.00
485.0000	871829107	SYSCO CORP	08/26/2010	02/02/2011	14,290.40	13,592.13	698.27	0.00
310.0000	580135101	MCDONALDS CORP	08/31/2010	02/03/2011	22,936.77	22,721.33	215.44	0.00
5.0000	004764106	ACME PACKET INC COM STK	12/13/2010	02/09/2011	355.13	280.39	74.74	0.00
235.0000	004764106	ACME PACKET INC COM STK	01/18/2011	02/09/2011	16,691.28	14,218.82	2,472.46	0.00
555.0000	64110D104	NETAPP INC COM STK	Various	02/17/2011	29,926.91	20,495.64	9,431.27	0.00
176.0000	015351109	ALEXION PHARMACEUTICALS INC COM	04/30/2010	03/03/2011	17,421.02	9,672.08	7,748.94	0.00
180.0000	393122106	GREEN MTN COFFEE ROASTERS	Various	03/10/2011	11,049.39	6,499.91	4,549.49	0.00
305.0000	393122106	GREEN MTN COFFEE ROASTERS	12/07/2010	03/10/2011	18,214.27	11,523.21	6,691.06	0.00
600.0000	855244109	STARBUCKS CORP	Various	03/10/2011	22,784.19	15,426.34	7,357.85	0.00
39.0000	38259P508	GOOGLE INC CL A	11/04/2010	03/11/2011	22,424.95	24,491.26	-2,066.31	0.00
765.0000	867224107	SUNCOR ENERGY INC NEW COM STK	01/07/2011	03/21/2011	34,757.66	28,326.73	6,430.93	0.00

This is important tax information and is being furnished to you.

STATEMENT A

2011 Tax Information Statement

Account Number: 26-56127
Recipient's Tax ID Number: XX-XXX2537

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address: Ref: DR
MICKY & MADELINE ARISON FAMILY FDN
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES , FL 33134

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
460.0000	88076W103	TERADATA CORP DEL COM STK	Various	03/23/2011	23,010.07	19,054.94	3,955.13	0.00
405.0000	53217V109	LIFE TECHNOLOGIES CORP COM STK	Various	03/25/2011	20,597 71	20,846.42	-248.71	0.00
255.0000	177376100	CITRIX SYS INC	10/07/2010	04/07/2011	18,858.64	15,040.94	3,817.70	0.00
765.0000	87425E103	TALISMAN ENERGY INC	12/29/2010	04/14/2011	17,606.61	16,921.11	685.50	0.00
17.0000	38259P508	GOOGLE INC CL A	Various	04/25/2011	8,913.05	10,191.83	-1,278.78	0.00
265.0000	004764106	ACME PACKET INC COM STK	Various	04/27/2011	21,870.49	14,819.63	7,050.86	0.00
295.0000	393122106	GREEN MTN COFFEE ROASTERS	12/10/2010	05/04/2011	22,927.63	9,878.28	13,049 35	0.00
.5000	172967424	CITIGROUP INC COM NEW COM NEW	01/14/2011	05/09/2011	19.90	25.65	-5.75	0.00
645.0000	172967424	CITIGROUP INC COM NEW COM NEW	Various	05/17/2011	26,574.27	32,584 67	-6,010.40	0.00
225.0000	45865V100	INTERCONTINENTALEXCHANGE INC COM	11/22/2010	05/17/2011	27,103.44	25,510.86	1,592.58	0.00
580 0000	670346105	NUCOR CORP	Various	05/17/2011	24,595.01	27,585.55	-2,990.54	0.00
220.0000	886547108	TIFFANY & CO NEW	11/23/2010	05/26/2011	16,737.17	12,722.42	4,014.75	0.00
226.0000	177376100	CITRIX SYS INC	Various	06/01/2011	19,437.31	13,300.51	6,136.80	0.00
116.0000	192446102	COGNIZANT TECHNOLOGY SOLUTION CL A	Various	06/01/2011	8,697.62	6,634.02	2,063.60	0.00
1246.0000	172967424	CITIGROUP INC COM NEW COM NEW	Various	06/02/2011	49,212.81	59,111.15	-9,898.34	0.00
795.0000	670346105	NUCOR CORP	Various	06/07/2011	32,000 68	35,775.03	-3,774.35	0.00
985.0000	111320107	BROADCOM CORP CL A	04/27/2011	06/16/2011	31,259.25	34,952.33	-3,693.08	0.00
545.0000	469814107	JACOBS ENGR GROUP INC	02/04/2011	06/16/2011	22,406.96	28,315.81	-5,908.85	0.00
404.0000	469814107	JACOBS ENGR GROUP INC	Various	06/17/2011	16,679.56	20,205.06	-3,525.50	0.00

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MICKY & MADELINE ARISON FAMILY FDN
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES , FL 33134

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
396.0000	469814107	JACOBS ENGR GROUP INC	Various	06/20/2011	16,221.92	19,102.91	-2,880.99	0.00
256 0000	393122106	GREEN MTN COFFEE ROASTERS	12/10/2010	07/07/2011	24,379.33	8,572.34	15,806 99	0.00
770.0000	444903108	HUMAN GENOME SCIENCES INC	03/10/2011	07/13/2011	18,142.01	21,764.20	-3,622.19	0.00
51.0000	64110L106	NETFLIX INC COM STK	03/25/2011	07/20/2011	14,282.62	11,779 88	2,502.74	0.00
150.0000	004764106	ACME PACKET INC COM STK	06/08/2011	07/25/2011	9,676.69	10,204.40	-527.71	0.00
1635.0000	444903108	HUMAN GENOME SCIENCES INC	Various	08/02/2011	32,236.34	44,028.00	-11,791.66	0.00
300.0000	244199105	DEERE & CO	Various	08/12/2011	22,465.04	20,621.69	1,843.35	0.00
200.0000	231021106	CUMMINS ENGINE INC	03/25/2011	08/18/2011	16,891 59	21,120.80	-4,229.21	0.00
164.0000	177376100	CITRIX SYS INC	08/31/2010	08/19/2011	8,424.59	9,553.82	-1,129.23	0 00
126.0000	64110L106	NETFLIX INC COM STK	Various	09/02/2011	26,857.36	27,852.89	-995.53	0.00
275.0000	315616102	F5 NETWORKS INC	Various	09/06/2011	20,278.19	30,267.53	-9,989.34	0.00
320.0000	452327109	ILLUMINA INC	03/01/2011	09/19/2011	14,994.10	21,296.61	-6,302 51	0.00
160.0000	637071101	NATIONAL-OILWELL INC	04/27/2011	09/19/2011	10,077.95	12,233.70	-2,155.75	0.00
129.0000	64110L106	NETFLIX INC COM STK	03/01/2011	09/19/2011	20,288 44	26,098 35	-5,809.91	0.00
20.0000	867224107	SUNCOR ENERGY INC NEW COM STK	11/22/2010	09/19/2011	587.73	686.76	-99.03	0.00
85.0000	867224107	SUNCOR ENERGY INC NEW COM STK	01/07/2011	09/19/2011	2,497.85	3,147.41	-649.56	0.00
55.0000	768573107	RIVERBED TECHNOLOGY INC COM	11/09/2010	09/27/2011	1,244.21	1,594.27	-350.06	0.00
365.0000	768573107	RIVERBED TECHNOLOGY INC COM	04/07/2011	09/27/2011	8,257.06	11,892.65	-3,635.59	0.00
270.0000	88076W103	TERADATA CORP DEL COM STK	10/01/2010	09/27/2011	15,515.34	10,561.65	4,953.69	0.00

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STATEMENT A

2011 Tax Information Statement

Page 10 of 23

Account Number: 26-56127
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MICKY & MADELINE ARISON FAMILY FDN
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CORAL GABLES , FL 33134

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
290.0000	35671D857	FREEPORT MCMORAN C & G CL B COM STK	03/04/2011	10/03/2011	8,965.01	15,000.72	-6,035.71	0.00
120.0000	393122106	GREEN MTN COFFEE ROASTERS	12/10/2010	10/03/2011	10,843 48	4,018.28	6,825.20	0.00
227.0000	315616102	F5 NETWORKS INC	Various	10/04/2011	17,238.79	21,524.63	-4,285.84	0.00
430 0000	867224107	SUNCOR ENERGY INC NEW COM STK	11/22/2010	10/05/2011	11,326.07	14,765.30	-3,439.23	0.00
27.0000	68372A104	OPENTABLE INC COM	05/12/2011	10/10/2011	1,295.75	2,548.93	-1,253 18	0.00
170.0000	68372A104	OPENTABLE INC COM	Various	10/11/2011	8,060.44	15,903.90	-7,843.46	0.00
1400.0000	452327109	ILLUMINA INC	Various	10/13/2011	36,896 02	88,771.73	-51,875.71	0.00
1240.0000	768573107	RIVERBED TECHNOLOGY INC COM	11/09/2010	10/20/2011	30,123.23	35,943.51	-5,820 28	0.00
142.0000	243537107	DECKERS OUTDOOR CORP	05/10/2011	10/28/2011	16,331.39	12,752.39	3,579.00	0.00
280.0000	393122106	GREEN MTN COFFEE ROASTERS	12/10/2010	10/28/2011	19,602.82	9,376.00	10,226.82	0.00
600.0000	68372A104	OPENTABLE INC COM	Various	11/02/2011	22,690.36	39,923.36	-17,233.00	0.00
105 0000	002824100	ABBOTT LABORATORIES	10/24/2011	11/03/2011	5,653.09	5,646.80	6 29	0.00
300.0000	004764106	ACME PACKET INC COM STK	Various	11/03/2011	11,532.49	19,921.17	-8,388.68	0.00
40.0000	018490102	ALLERGAN INC	08/01/2011	11/03/2011	3,375.93	3,185.89	190.04	0.00
110.0000	029912201	AMERICAN TOWER CORP	12/29/2010	11/03/2011	6,344.67	5,640.17	704.50	0.00
340.0000	042068106	ARM HLDGS PLC SPONSORED ADR	02/22/2011	11/03/2011	9,975.40	9,869.35	106.05	0.00
200.0000	189754104	COACH INC	02/14/2011	11/03/2011	13,111.74	11,579.14	1,532.60	0.00
74.0000	231021106	CUMMINS ENGINE INC	03/25/2011	11/03/2011	7,635.91	7,814 70	-178.79	0.00
235.0000	235851102	DANAHER CORP	03/25/2011	11/03/2011	11,500.67	12,208.97	-708.30	0.00

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STATEMENT A

2011 Tax Information Statement

Account Number: 26-56127
Recipient's Tax ID Number: XX-XXX2537

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MICKY & MADELINE ARISON FAMILY FDN
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES , FL 33134

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
55.0000	243537107	DECKERS OUTDOOR CORP	05/10/2011	11/03/2011	6,280.32	4,939.30	1,341.02	0.00
265.0000	253393102	DICK'S SPORTING GOODS INC	04/06/2011	11/03/2011	10,456.69	10,975.21	-518.52	0.00
95.0000	25490A101	DIRECTV COM CL A COM CL A	08/01/2011	11/03/2011	4,520.96	4,767.39	-246.43	0.00
165.0000	263534109	E I DU PONT DE NEMOURS & CO	09/22/2011	11/03/2011	8,045.24	6,845.98	1,199.26	0.00
600 0000	268648102	EMC CORP MASS	11/16/2010	11/03/2011	14,999.71	12,784.20	2,215.51	0.00
40.0000	35671D857	FREEPORT MCMORAN C & G CL B COM STK	03/04/2011	11/03/2011	1,602.77	2,069.07	-466.30	0.00
10.0000	38259P508	GOOGLE INC CL A	11/15/2010	11/03/2011	5,963.78	5,977.40	-13.62	0.00
15.0000	38259P508	GOOGLE INC CL A	Various	11/03/2011	8,945.68	9,235.99	-290.31	0.00
15.0000	384802104	W W GRAINGER INC	10/25/2011	11/03/2011	2,680.44	2,553.58	126.86	0.00
210.0000	406216101	HALLIBURTON CO	04/06/2011	11/03/2011	7,967 24	10,102.41	-2,135.17	0.00
170.0000	45666Q102	INFORMATICA CORP	07/15/2011	11/03/2011	7,968.74	9,112.52	-1,143.78	0.00
27.0000	45865V100	INTERCONTINENTALEXCHANGE INC COM	11/22/2010	11/03/2011	3,451.07	3,061.30	389.77	0.00
50.0000	46120E602	INTUITIVE SURGICAL INC COM NEW STK	03/25/2011	11/03/2011	21,822.08	16,673.65	5,148.43	0.00
195.0000	485170302	KANSAS CITY SOUTHERN INDS INC NEW	12/30/2010	11/03/2011	12,846.35	9,400 15	3,446.20	0.00
115.0000	518439104	LAUDER ESTEE COS INC CL A	10/24/2011	11/03/2011	13,680.13	11,348.46	2,331.67	0.00
115.0000	550021109	LULULEMON ATHLETICA INC COM	09/09/2011	11/03/2011	6,482.42	6,185.81	296.61	0.00
15.0000	57636Q104	MASTERCARD INC CL A	10/26/2011	11/03/2011	5,502.94	4,932.42	570.52	0.00
90.0000	61166W101	MONSANTO CO COM	01/18/2011	11/03/2011	6,577.97	6,666.42	-88.45	0.00

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STATEMENT A

2011 Tax Information Statement

Account Number: 26-56127
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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
35.0000	637071101	NATIONAL-OILWELL INC	11/26/2010	11/03/2011	2,547 25	2,171.33	375.92	0.00
165.0000	637071101	NATIONAL-OILWELL INC	04/27/2011	11/03/2011	12,008.47	12,616.00	-607.53	0.00
125.0000	68389X105	ORACLE CORPORATION	06/23/2011	11/03/2011	4,126.17	3,997.17	129.00	0.00
260.0000	73179V103	POLYPORE INTL INC COM	Various	11/03/2011	14,744.31	17,935.35	-3,191.04	0.00
65 0000	740189105	PRECISION CASTPARTS CORP	10/28/2011	11/03/2011	10,806.04	10,594.22	211.82	0.00
15.0000	741503403	PRICELINE COM INC COM	09/26/2011	11/03/2011	7,642 95	7,456.70	186.25	0.00
170.0000	747525103	QUALCOMM INC	11/22/2010	11/03/2011	9,530.01	8,102.29	1,427.72	0.00
260.0000	747525103	QUALCOMM INC	02/11/2011	11/03/2011	14,575.32	14,829.05	-253.73	0.00
180.0000	806857108	SCHLUMBERGER LTD ISIN #AN8068571086	11/23/2010	11/03/2011	13,672.53	13,473.61	198.92	0.00
55.0000	858912108	STERICYCLE INC	10/28/2011	11/03/2011	4,512.66	4,658.02	-145.36	0.00
290.0000	896239100	TRIMBLE NAVIGATION LTD	04/29/2011	11/03/2011	12,580.27	13,715.07	-1,134.80	0.00
86.0000	485170302	KANSAS CITY SOUTHERN INDS INC NEW	Various	11/14/2011	5,719.78	4,137.48	1,582.30	0.00
508.0000	92532F100	VERTEX PHARMACEUTICALS INC	Various	11/21/2011	14,077.22	27,562.23	-13,485.01	0.00
507.0000	92532F100	VERTEX PHARMACEUTICALS INC	Various	11/28/2011	13,823.79	24,917.75	-11,093.96	0.00
190.0000	189754104	COACH INC	Various	11/29/2011	11,416.98	10,939.93	477.05	0.00
800.0000	406216101	HALLIBURTON CO	Various	12/20/2011	26,317.81	37,389.79	-11,071.98	0.00
170.0000	79466L302	SALESFORCE COM INC COM STK	11/18/2011	12/22/2011	16,532.62	19,154.29	-2,621.67	0.00
225.0000	45666Q102	INFORMATICA CORP	Various	12/28/2011	8,232.17	11,875.11	-3,642.94	0.00
255.0000	45666Q102	INFORMATICA CORP	08/01/2011	12/29/2011	9,433.18	12,992 73	-3,559.55	0.00

This is important tax information and is being furnished to you.

STATEMENT A

2011 Tax Information Statement

Account Number: **26-56127**
Recipient's Tax ID Number: **XX-XXX2537**

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address: Ref: DR
MICKY & MADELINE ARISON FAMILY FDN
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES , FL 33134

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
810.0000	68389X105	ORACLE CORPORATION	06/23/2011	12/29/2011	20,873.44	25,901.69	-5,028.25	0.00
Total Short Term Sales					**1,707,617.11**	**1,793,689.16**	**-86,072.03**	**0.00**
Long Term 15% Sales								
134 0000	57636Q104	MASTERCARD INC CL A	Various	01/05/2011	30,988.99	20,863.11	10,125.88	0.00
90.0000	654106103	NIKE INC CLASS B	02/01/2007	01/10/2011	7,584.42	4,502.70	3,081.72	0.00
530.0000	713448108	PEPSICO INC	02/01/2007	01/10/2011	35,019.90	34,534.80	485.10	0.00
2220.0000	594918104	MICROSOFT CORP COM	02/01/2007	01/12/2011	63,154.16	68,087.40	-4,933.24	0.00
465.0000	871829107	SYSCO CORP	01/20/2010	01/27/2011	13,755.74	13,113.65	642.09	0.00
1103.0000	871829107	SYSCO CORP	07/24/2009	02/02/2011	32,499.60	25,291.24	7,208.36	0.00
150.0000	580135101	MCDONALDS CORP	02/01/2007	02/03/2011	11,098.44	6,667.50	4,430 94	0.00
597.0000	871829107	SYSCO CORP	07/24/2009	02/03/2011	17,591.22	13,688.91	3,902.31	0.00
3040.0000	17275R102	CISCO SYS INC	Various	02/18/2011	57,570.11	59,190.93	-1,620.82	0.00
1285.0000	278865100	ECOLAB INC	Various	02/18/2011	62,269.24	48,254.66	14,014.58	0.00
445.0000	097023105	BOEING CO	02/01/2007	02/28/2011	32,147.64	40,722.26	-8,574.62	0.00
295.0000	580135101	MCDONALDS CORP	02/01/2007	03/03/2011	22,504.53	13,112.75	9,391.78	0.00
278.0000	57636Q104	MASTERCARD INC CL A	Various	03/15/2011	67,601.23	41,688.84	25,912.39	0.00
285.0000	654106103	NIKE INC CLASS B	02/01/2007	03/21/2011	21,935.94	14,258.55	7,677.39	0.00
155.0000	53217V109	LIFE TECHNOLOGIES CORP COM STK	01/22/2010	03/25/2011	7,869.19	7,593.76	275.43	0.00
60.0000	53217V109	LIFE TECHNOLOGIES CORP COM STK	01/22/2010	03/25/2011	3,051.51	2,939.52	111.99	0.00

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STATEMENT A

2011 Tax Information Statement

Account Number: 26-56127
Recipient's Tax ID Number: XX-XXX2537

☐ **Corrected** ☐ **2nd TIN notice**

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MICKY & MADELINE ARISON FAMILY FDN
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES , FL 33134

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
665.0000	53217V109	LIFE TECHNOLOGIES CORP COM STK	Various	04/06/2011	35,342.62	32,262.19	3,080.43	0.00
111.0000	156782104	CERNER CORP	11/30/2009	04/07/2011	12,270.75	8,272.39	3,998.36	0.00
95.0000	87425E103	TALISMAN ENERGY INC	11/26/2008	04/14/2011	2,186.44	823.17	1,363.27	0.00
700.0000	254687106	WALT DISNEY CO	02/01/2007	04/19/2011	28,773.80	24,225.41	4,548.39	0.00
196.0000	156782104	CERNER CORP	Various	04/20/2011	22,116.98	13,321 68	8,795.30	0.00
405.0000	64110D104	NETAPP INC COM STK	Various	04/21/2011	20,531.17	14,124.27	6,406.90	0.00
924.0000	774341101	ROCKWELL COLLINS INC	Various	05/10/2011	59,272.55	57,210.64	2,061.91	0.00
11.0000	774341101	ROCKWELL COLLINS INC	07/23/2009	05/11/2011	706.00	458.22	247.78	0.00
50.0000	774341101	ROCKWELL COLLINS INC	07/23/2009	05/12/2011	3,176.11	2,082.80	1,093.31	0.00
165.0000	886547108	TIFFANY & CO NEW	Various	05/26/2011	12,552.87	7,989.83	4,563.04	0.00
46 0000	654106103	NIKE INC CLASS B	02/01/2007	06/01/2011	3,839.73	2,301.38	1,538.35	0.00
445.0000	48203R104	JUNIPER NETWORKS INC	Various	06/16/2011	13,122.62	13,872.00	-749.38	0.00
230.0000	654106103	NIKE INC CLASS B	02/01/2007	06/23/2011	18,797.38	11,506.90	7,290.48	0.00
555.0000	48203R104	JUNIPER NETWORKS INC	Various	06/27/2011	16,661.27	16,971.97	-310.70	0.00
445.0000	48203R104	JUNIPER NETWORKS INC	Various	07/13/2011	13,997.65	13,259.54	738.11	0.00
940.0000	87425E103	TALISMAN ENERGY INC	Various	07/13/2011	18,214.67	8,107.95	10,106.72	0.00
221.0000	459200101	INTL BUSINESS MACHINES CORP	Various	07/19/2011	40,263.32	24,361.51	15,901.81	0.00
1316.0000	87425E103	TALISMAN ENERGY INC	10/10/2008	07/22/2011	27,239.35	10,829.50	16,409.85	0.00
699.0000	87425E103	TALISMAN ENERGY INC	10/10/2008	07/25/2011	14,417.64	5,752.14	8,665.50	0.00
1241.0000	48203R104	JUNIPER NETWORKS INC	Various	08/02/2011	28,583.03	32,724.82	-4,141.79	0.00

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STATEMENT A

2011 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 26-56127
Recipient's Tax ID Number: XX-XXX2537

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address: Ref: DR
MICKY & MADELINE ARISON FAMILY FDN
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES , FL 33134

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
210.0000	052769106	AUTODESK, INC	Various	08/08/2011	6,305.49	6,542.80	-237.31	0.00
340.0000	64110D104	NETAPP INC COM STK	Various	08/08/2011	13,478.07	11,368.72	2,109.35	0.00
54.0000	64110D104	NETAPP INC COM STK	12/18/2009	08/09/2011	2,186.62	1,775.58	411.04	0.00
666.0000	64110D104	NETAPP INC COM STK	Various	08/09/2011	26,820.63	21,700.08	5,120.55	0.00
390.0000	097023105	BOEING CO	Various	08/12/2011	23,901.28	33,812.03	-9,910.75	0.00
10.0000	244199105	DEERE & CO	07/27/2010	08/12/2011	748.83	645.65	103.18	0.00
98.0000	79466L302	SALESFORCE COM INC COM STK	06/23/2010	08/18/2011	11,834.59	9,098.42	2,736.17	0.00
51.0000	177376100	CITRIX SYS INC	07/23/2010	08/19/2011	2,619.84	2,398.83	221.01	0.00
310 0000	177376100	CITRIX SYS INC	Various	09/06/2011	17,271.73	14,327.75	2,943.98	0.00
370.0000	867224107	SUNCOR ENERGY INC NEW COM STK	04/30/2010	09/19/2011	10,873.01	12,781.84	-1,908.83	0.00
23.0000	315616102	F5 NETWORKS INC	06/24/2010	10/04/2011	1,746.66	1,661.01	85.65	0.00
935.0000	867224107	SUNCOR ENERGY INC NEW COM STK	04/27/2010	10/05/2011	24,627.62	31,491.55	-6,863.93	0.00
590.0000	768573107	RIVERBED TECHNOLOGY INC COM	10/06/2010	10/20/2011	14,332.83	12,967.23	1,365.60	0 00
155 0000	015351109	ALEXION PHARMACEUTICALS INC COM	Various	11/03/2011	10,073.25	4,172.85	5,900.40	0.00
40.0000	023135106	AMAZON COM INC	Various	11/03/2011	8,727.03	4,188.06	4,538.97	0.00
365.0000	025816109	AMERICAN EXPRESS CO	04/26/2010	11/03/2011	18,826.33	17,238.70	1,587.63	0.00
55.0000	037411105	APACHE CORP	02/01/2007	11/03/2011	5,588.99	3,898.95	1,690.04	0.00
225.0000	037833100	APPLE COMPUTER INC	02/01/2007	11/03/2011	90,639.50	19,257.86	71,381.64	0.00
180.0000	052769106	AUTODESK, INC	05/06/2010	11/03/2011	6,325.07	5,488.15	836.92	0.00
75.0000	088606108	BHP LTD SPONSORED ADR	02/28/2008	11/03/2011	5,933.88	5,580.00	353.88	0.00

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STATEMENT A

2011 Tax Information Statement

Account Number: 26-56127
Recipient's Tax ID Number: XX-XXX2537

☐ **Corrected**　☐ **2nd TIN notice**

Recipient's Name and Address: Ref: DR
MICKY & MADELINE ARISON FAMILY FDN
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES , FL 33134

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
55.0000	097023105	BOEING CO	05/26/2010	11/03/2011	3,640.93	3,558 19	82.74	0.00
40.0000	151020104	CELGENE CORP	10/28/2010	11/03/2011	2,559.15	2,456.54	102.61	0.00
45.0000	156782104	CERNER CORP	Various	11/03/2011	2,871.84	1,436.97	1,434.87	0.00
305.0000	177376100	CITRIX SYS INC	Various	11/03/2011	22,695.22	13,905.19	8,790.03	0.00
65.0000	22160K105	COSTCO WHSL CORP NEW	11/17/2008	11/03/2011	5,491.74	3,086.01	2,405.73	0.00
71.0000	231021106	CUMMINS ENGINE INC	03/17/2010	11/03/2011	7,326.35	4,304.88	3,021.47	0.00
115.0000	244199105	DEERE & CO	07/27/2010	11/03/2011	8,716.83	7,424.95	1,291.88	0.00
120.0000	254687106	WALT DISNEY CO	02/01/2007	11/03/2011	4,201.11	4,152.93	48.18	0.00
165.0000	30231G102	EXXON MOBIL CORP	09/24/2010	11/03/2011	12,972.05	10,209.36	2,762.69	0.00
45.0000	315616102	F5 NETWORKS INC	06/24/2010	11/03/2011	4,820.75	3,249 80	1,570.95	0.00
90.0000	35671D857	FREEPORT MCMORAN C & G CL B COM STK	07/26/2010	11/03/2011	3,606.22	3,224.43	381.79	0.00
8.0000	45865V100	INTERCONTINENTALEXCHANGE INC COM	09/20/2010	11/03/2011	1,022.54	840.45	182.09	0.00
45.0000	459200101	INTL BUSINESS MACHINES CORP	10/01/2008	11/03/2011	8,432.83	4,948.11	3,484.72	0.00
105.0000	580135101	MCDONALDS CORP	02/01/2007	11/03/2011	9,751.16	4,667.25	5,083.91	0.00
60.0000	654106103	NIKE INC CLASS B	02/01/2007	11/03/2011	5,741.28	3,001.80	2,739.48	0.00
115.0000	713448108	PEPSICO INC	02/01/2007	11/03/2011	7,210.36	7,493.40	-283 04	0.00
65.0000	756577102	RED HAT INC	04/22/2010	11/03/2011	3,288.28	2,039.06	1,249.22	0.00
80.0000	79466L302	SALESFORCE COM INC COM STK	Various	11/03/2011	10,626.99	5,874.17	4,752.82	0.00
150.0000	855244109	STARBUCKS CORP	09/30/2010	11/03/2011	6,248.87	3,827.10	2,421.77	0.00

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STATEMENT A

2011 Tax Information Statement

Account Number: 26-56127
Recipient's Tax ID Number: XX-XXX2537

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MICKY & MADELINE ARISON FAMILY FDN
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES , FL 33134

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
90.0000	88076W103	TERADATA CORP DEL COM STK	10/01/2010	11/03/2011	5,156.00	3,520.55	1,635.45	0.00
185.0000	886547108	TIFFANY & CO NEW	05/04/2010	11/03/2011	14,505.57	8,913.59	5,591.98	0.00
90.0000	913017109	UNITED TECHNOLOGIES CORP	02/01/2007	11/03/2011	7,059.46	6,166.55	892.91	0.00
130.0000	966837106	WHOLE FOODS MKT INC	07/16/2010	11/03/2011	8,939.92	4,846.71	4,093.21	0.00
195.0000	G2554F113	COVIDIEN PLC USD0.20(POST CONSLDTN)	Various	11/03/2011	8,907.42	8,585.96	321.46	0.00
50.0000	756577102	RED HAT INC	04/22/2010	11/16/2011	2,648.49	1,568.51	1,079.98	0.00
750.0000	35671D857	FREEPORT MCMORAN C & G CL B COM STK	Various	11/28/2011	26,907.47	17,669.70	9,237.77	0.00
250.0000	088606108	BHP LTD SPONSORED ADR	Various	11/30/2011	18,594.44	18,308.38	286.06	0.00
225.0000	015351109	ALEXION PHARMACEUTICALS INC COM	Various	12/16/2011	14,710.31	5,929.31	8,781.00	0.00
210.0000	637071101	NATIONAL-OILWELL INC	11/26/2010	12/19/2011	13,598.99	13,027.98	571.01	0.00
Total Long Term 15% Sales					**1,433,821.63**	**1,113,602.78**	**320,218.85**	**0.00**

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STATEMENT A

2011 Tax Information Statement

Account Number: 26-91720
Recipient's Tax ID Number: XX-XXX2537

☐ **Corrected**
☐ **2nd TIN notice**

Recipient's Name and Address: Ref: DR
MICKY & MADELEINE ARISON FAMILY
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES , FL 33134

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

2011 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
135.0000	494368103	KIMBERLY CLARK CORP	05/25/2010	01/06/2011	8,502.49	8,149.22	353.27	0.00
45.0000	482480100	KLA-TENCOR CORP	05/25/2010	01/13/2011	1,798 39	1,301.85	496.54	0.00
325.0000	25746U109	DOMINION RES INC VA NEW	05/25/2010	01/14/2011	14,016.69	12,518.54	1,498 15	0.00
135.0000	25746U109	DOMINION RES INC VA NEW	05/25/2010	01/14/2011	5,828.42	5,200.01	628.41	0.00
20.0000	482480100	KLA-TENCOR CORP	05/25/2010	01/14/2011	834.55	578.60	255.95	0.00
85.0000	25746U109	DOMINION RES INC VA NEW	05/25/2010	01/18/2011	3,653.83	3,274.08	379.75	0.00
435.0000	343412102	FLUOR CORP	05/25/2010	01/18/2011	31,460.50	19,246.67	12,213.83	0.00
430.0000	032511107	ANADARKO PETROLEUM CORP	05/25/2010	01/19/2011	33,765.83	22,462.34	11,303.49	0.00
290.0000	25179M103	DEVON ENERGY CORP NEW	05/25/2010	01/19/2011	23,998.80	17,272.43	6,726.37	0.00
625.0000	482480100	KLA-TENCOR CORP	05/25/2010	01/24/2011	26,969.36	18,081.25	8,888.11	0.00
190.0000	482480100	KLA-TENCOR CORP	05/25/2010	01/24/2011	8,208.92	5,496.70	2,712.22	0.00
80.0000	482480100	KLA-TENCOR CORP	05/25/2010	01/24/2011	3,449.13	2,314.40	1,134.73	0.00
95 0000	482480100	KLA-TENCOR CORP	05/25/2010	01/25/2011	4,087.77	2,748.35	1,339.42	0.00
175.0000	482480100	KLA-TENCOR CORP	05/25/2010	01/25/2011	7,532.58	5,062.75	2,469.83	0 00
370.0000	037411105	APACHE CORP	05/25/2010	01/27/2011	43,277 88	31,827 14	11,450.74	0.00
45.0000	037411105	APACHE CORP	05/25/2010	01/31/2011	5,268.44	3,870.87	1,397.57	0.00
25.0000	037411105	APACHE CORP	05/25/2010	02/03/2011	2,957.19	2,150.48	806.71	0.00

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2011 Tax Information Statement

Account Number: **26-91720**
Recipient's Tax ID Number: **XX-XXX2537**

☐ **Corrected** ☐ **2nd TIN notice**

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MICKY & MADELEINE ARISON FAMILY
C/O NORMA CASTILLO
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2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES , FL 33134

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
190.0000	037411105	APACHE CORP	05/25/2010	02/03/2011	22,483.89	16,343.67	6,140.22	0.00
355.0000	482480100	KLA-TENCOR CORP	05/25/2010	02/07/2011	16,422.23	10,270.15	6,152.08	0.00
40.0000	482480100	KLA-TENCOR CORP	05/25/2010	02/08/2011	1,846.36	1,157.20	689.16	0.00
50.0000	482480100	KLA-TENCOR CORP	05/25/2010	02/09/2011	2,307.95	1,446.50	861.45	0.00
70.0000	482480100	KLA-TENCOR CORP	05/25/2010	02/09/2011	3,231.13	2,025.10	1,206.03	0.00
145.0000	482480100	KLA-TENCOR CORP	05/25/2010	02/10/2011	6,693.07	4,194.85	2,498.22	0.00
250.0000	482480100	KLA-TENCOR CORP	05/25/2010	02/10/2011	11,539.90	7,232.50	4,307 40	0.00
210.0000	482480100	KLA-TENCOR CORP	05/25/2010	02/11/2011	9,707.25	6,075.30	3,631 95	0.00
135.0000	571748102	MARSH & MCLENNAN COS INC	05/25/2010	02/17/2011	4,158.26	2,823.04	1,335.22	0.00
270.0000	571748102	MARSH & MCLENNAN COS INC	05/25/2010	02/18/2011	8,305.66	5,646.08	2,659.58	0.00
20.0000	571748102	MARSH & MCLENNAN COS INC	05/25/2010	02/18/2011	615.76	418.23	197.53	0.00
40.0000	018581108	ALLIANCE DATA SYSTEMS CORP	05/25/2010	04/21/2011	3,606.65	2,711.45	895.20	0.00
170.0000	018581108	ALLIANCE DATA SYSTEMS CORP	05/25/2010	04/21/2011	15,344.94	11,523.66	3,821.28	0.00
165.0000	018581108	ALLIANCE DATA SYSTEMS CORP	05/25/2010	04/25/2011	14,967.38	11,184.72	3,782.66	0.00
100.0000	018581108	ALLIANCE DATA SYSTEMS CORP	05/25/2010	04/25/2011	9,052.15	6,778.62	2,273.53	0.00
45.0000	018581108	ALLIANCE DATA SYSTEMS CORP	05/25/2010	04/26/2011	4,071.74	3,050.38	1,021.36	0.00
260.0000	04621X108	ASSURANT INC	Various	05/17/2011	9,971.67	10,250.35	-278.68	0.00
25 0000	04621X108	ASSURANT INC	12/09/2010	05/17/2011	958.24	951.43	6.81	0.00
10.0000	04621X108	ASSURANT INC	01/26/2011	05/17/2011	383.29	393.90	-10.61	0.00
140.0000	04621X108	ASSURANT INC	12/09/2010	05/18/2011	5,322.83	5,328.02	-5.19	0.00

This is important tax information and is being furnished to you.

STATEMENT B

2011 Tax Information Statement

Ref: DR

Account Number: 26-91720
Recipient's Tax ID Number: XX-XXX2537

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
MICKY & MADELEINE ARISON FAMILY
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES , FL 33134

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
110.0000	04621X108	ASSURANT INC	12/09/2010	05/27/2011	4,083.63	4,186.30	-102.67	0.00
40.0000	04621X108	ASSURANT INC	12/09/2010	05/27/2011	1,481.98	1,522.30	-40.32	0.00
5.0000	04621X108	ASSURANT INC	12/09/2010	05/31/2011	185.72	190.29	-4.57	0.00
175.0000	04621X108	ASSURANT INC	Various	05/31/2011	6,474.60	6,117.52	357.08	0 00
10.0000	04621X108	ASSURANT INC	11/17/2010	06/01/2011	370.09	348.66	21.43	0.00
90.0000	931422109	WALGREEN CO	06/22/2011	07/21/2011	3,636.46	3,857.45	-220.99	0.00
490.0000	931422109	WALGREEN CO	06/22/2011	07/21/2011	19,809.04	21,001.64	-1,192.60	0.00
130.0000	755111507	RAYTHEON CO NEW	09/29/2010	08/08/2011	5,168.25	5,873.92	-705.67	0.00
140.0000	29266R108	ENERGIZER HLDGS INC	Various	09/07/2011	10,156.72	9,787.30	369.42	0.00
525.0000	002824100	ABBOTT LABORATORIES	01/19/2011	09/29/2011	26,953 24	24,926.90	2,026.34	0.00
115.0000	459200101	INTL BUSINESS MACHINES CORP	02/11/2011	09/29/2011	20,302.86	18,874.93	1,427.93	0.00
30.0000	04621X108	ASSURANT INC	11/17/2010	10/27/2011	1,202.96	1,045.98	156.98	0.00
280.0000	032511107	ANADARKO PETROLEUM CORP	08/25/2011	11/08/2011	23,210 57	19,198.64	4,011.93	0.00
370.0000	674599105	OCCIDENTAL PETROLEUM CORP	Various	11/08/2011	36,905.01	33,855 80	3,049.21	0.00
130.0000	674599105	OCCIDENTAL PETROLEUM CORP	Various	11/08/2011	13,003.59	13,765.72	-762.13	0.00
405.0000	04621X108	ASSURANT INC	11/17/2010	11/10/2011	15,493.46	14,120.77	1,372.69	0.00
15.0000	04621X108	ASSURANT INC	11/17/2010	11/11/2011	580.26	522.99	57.27	0.00
230.0000	04621X108	ASSURANT INC	Various	11/11/2011	8,897.38	7,307.50	1,589.88	0.00
Total Short Term Sales					**574,516.94**	**457,865.44**	**116,651.50**	**0.00**

Long Term 15% Sales

This is important tax information and is being furnished to you.

STATEMENT B

2011 Tax Information Statement

Account Number: 26-91720
Recipient's Tax ID Number: XX-XXX2537

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address: Ref: DR
MICKY & MADELEINE ARISON FAMILY
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES , FL 33134

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
685.0000	931142103	WAL MART STORES INC	05/25/2010	06/15/2011	35,832.55	34,489.75	1,342 80	0.00
495.0000	91324P102	UNITEDHEALTH GROUP INC	05/25/2010	06/16/2011	24,580.52	14,147.10	10,433.42	0.00
420.0000	931142103	WAL MART STORES INC	05/25/2010	06/20/2011	22,253.40	21,147.00	1,106.40	0.00
45.0000	931142103	WAL MART STORES INC	05/25/2010	06/20/2011	2,378.44	2,265.75	112 69	0.00
470.0000	931142103	WAL MART STORES INC	05/25/2010	06/22/2011	24,877.80	23,664.50	1,213.30	0.00
75.0000	580135101	MCDONALDS CORP	05/25/2010	08/04/2011	6,401.96	4,991.25	1,410.71	0.00
1180.0000	064058100	BANK NEW YORK MELLON CORP COM STK	05/25/2010	08/05/2011	27,418.54	31,281.80	-3,863.26	0.00
20.0000	755111507	RAYTHEON CO NEW	05/25/2010	08/05/2011	823.08	1,046.40	-223.32	0.00
695.0000	755111507	RAYTHEON CO NEW	05/25/2010	08/05/2011	28,524.96	36,362.40	-7,837.44	0.00
1175.0000	064058100	BANK NEW YORK MELLON CORP COM STK	05/25/2010	08/08/2011	25,816.37	31,149.25	-5,332.88	0.00
585.0000	755111507	RAYTHEON CO NEW	05/25/2010	08/08/2011	23,257.10	30,607.20	-7,350.10	0.00
270 0000	46625H100	J P MORGAN CHASE & CO	05/25/2010	09/22/2011	7,819.28	10,287.00	-2,467.72	0.00
680.0000	46625H100	J P MORGAN CHASE & CO	05/25/2010	09/22/2011	19,729.34	25,908.00	-6,178.66	0.00
284 0000	46625H100	J P MORGAN CHASE & CO	05/25/2010	09/23/2011	8,361.81	10,820 40	-2,458.59	0.00
225.0000	46625H100	J P MORGAN CHASE & CO	05/25/2010	09/23/2011	6,630.24	8,572.50	-1,942.26	0.00
85.0000	91324P102	UNITEDHEALTH GROUP INC	05/25/2010	12/27/2011	4,363.67	2,429.30	1,934.37	0.00
Total Long Term 15% Sales					**269,069.06**	**289,169.60**	**-20,100.54**	**0.00**

This is important tax information and is being furnished to you.

STATEMENT B

MICKY AND MADELEINE ARISON FAMILY FOUNDATION 20-4822537

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)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					73.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					102,397.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					342,452.	
		MFO DODGE & COX INTL 3143.67 SHS PROPERTY TYPE: SECURITIES				P	02/14/2011	11/03/2011
100,000.		115,121.					-15,121.	
		MFO RIDGEWORTH FDS 15967 SHS PROPERTY TYPE: SECURITIES				P	VARIOUS	11/03/2011
172,445.		166,695.					5,750.	
		MFO RIDGEWORTH FDS 21010 SHS PROPERTY TYPE: SECURITIES				P	VARIOUS	11/03/2011
227,555.		219,600.					7,955.	
		MATTHEW INTL FUNDS 5045 SHS PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
110,262.		113,864.					-3,602.	
		MATTHEW INTL FUNDS 70890 SHS					VARIOUS	2/11/2011
1,539,738.		1,068,328.					471,410.	
		NT - 56127 SEE STATEMENT A PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,707,617.		1,793,689.					-86,072.	
		NT - 56127 SEE STATEMENT A PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,433,822.		1,113,603.					320,219.	
		MFO NUVEEN INVT 1618 SHS PROPERTY TYPE: SECURITIES				P	VARIOUS	11/03/2011
57,050.		56,865.					185.	
		MFO NUVEEN INVT 1218 SHS PROPERTY TYPE: SECURITIES				P	06/15/2011	11/03/2011
42,950.		37,771.					5,179.	
		EATON VANCE 11312 SHS PROPERTY TYPE: SECURITIES				P	VARIOUS	11/03/2011

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)	
100,000.		102,435.					-2,435.	
		PIMCO FDS PAC INVT 14240 SHS PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
149,851.		149,731.					120.	
		PIMCO FDS PAC INVT 309989 SHS PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
3,237,927.		2,981,328.					256,599.	
		MFO MGRS AMG FDS 7133 SHS PROPERTY TYPE: SECURITIES				P	01/31/2007	11/03/2011
100,000.		93,937.					6,063.	
		MFO JPMORGAN US LG CAP 237 SHS PROPERTY TYPE: SECURITIES				P	12/20/2010	11/03/2011
4,834.		4,846.					-12.	
		MFO JPMORGAN US LG CAP 4670 SHS PROPERTY TYPE: SECURITIES				P	06/18/2010	11/03/2011
95,166.		85,593.					9,573.	
		NT - 91720 SEE STATEMENT B PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
574,517.		457,865.					116,652.	
		NT - 91720 SEE STATEMENT B PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
269,069.		289,170.					-20,101.	
		APAX EUROPE PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
111,753.		111,769.					-16.	
TOTAL GAIN(LOSS)							1,517,268.	

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☒

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).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions MICKY AND MADELEINE ARISON FAMILY FOUNDATION C/O RICHARD KOHAN, AFO LLC	Employer identification number (EIN) or ☒ 20-4822537
	Number, street, and room or suite no If a P O box, see instructions TWO ALHAMBRA PLAZA, SUITE 1040	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions CORAL GABLES, FL 33134	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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 ▶ AFO LLC

  Telephone No ▶ 786 270-3710 FAX No ▶ 786 497-9860
- 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 , 20 12

5 For calendar year 2011 , 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 TAXPAYER REQUESTS ADDITIONAL TIME IN ORDER TO GATHER THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND 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**	$ 64,212.
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**	$ 64,212.
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**	$ NONE

Signature and Verification must be completed for Part II only.

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 ▶ Title ▶ CPA Date ▶ 08/10/2012

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- 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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
MICKY AND MADELEINE ARISON FAMILY FOUNDATION
C/O RICHARD KOHAN, AFO LLC

Employer identification number (EIN) or
☒ 20-4822537

Number, street, and room or suite no If a P O box, see instructions
TWO ALHAMBRA PLAZA, SUITE 1040

☐ Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions
CORAL GABLES, FL 33134

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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	01	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 ▶ AFO LLC

Telephone No. ▶ 786 270-3710 FAX No ▶ 786 497-9860

- 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 12 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ ☒ calendar year 20 11 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**	$ 64,212.
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**	$ 64,212.
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 Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2012)

JSA
1F8054 4 000