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
TED ARISON FAMILY FOUNDATION USA, INC

A Employer identification number
59-2128429

Number and street (or P O box number if mail is not delivered to street address)
C/O SAFO, LLC
20900 NE 30TH AVENUE, SUITE 1015

Room/suite

B Telephone number (see instructions)
(305) 891-0017

City or town, state, and ZIP code
AVENTURA, FL 33180

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)* ▶ $ 446,071,871.

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)	218,174.			
	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	11,081,467.	11,034,359.		ATCH 1
	5a	Gross rents	120,795.	120,795.		
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	7,221,606.			
	b	Gross sales price for all assets on line 6a 165,162,669.				
	7	Capital gain net income (from Part IV, line 2)		7,221,606.		
	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)	258,704.	258,704.		ATCH 2
	12	**Total.** Add lines 1 through 11	18,900,746.	18,635,464.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	302,402.			302,402.
	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) *	313,108.	156,554.		
	17	Interest ATTACHMENT 4	14,215.	14,215.		
	18	Taxes (attach schedule) (see instructions) **	262,894.	261,842.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	5,876,255.	1,305,515.		4,352,566.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	6,768,874.	1,738,126.		4,654,968.
	25	Contributions, gifts, grants paid	14,901,119.			14,901,119.
	26	**Total expenses and disbursements** Add lines 24 and 25	21,669,993.	1,738,126.		19,556,087.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-2,769,247.			
	b	**Net investment income** (if negative, enter -0-)		16,897,338.		
	c	**Adjusted net income** (if negative, enter -0-)				

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

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	9,588,048.	26,287,802.	26,287,802.
	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)	38,132,567.	29,703,545.	27,851,697.
	b	Investments - corporate stock (attach schedule) ATCH 7	63,654,237.	82,620,676.	102,122,818.
	c	Investments - corporate bonds (attach schedule) ATCH 8	114,233,363.	89,747,580.	89,811,277.
	11	Investments - land, buildings, and equipment basis ▶ 407,732. Less accumulated depreciation (attach schedule) ▶	3,482,796.	407,732.	407,732.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	167,837,426.	160,254,236.	174,020,951.
	14	Land, buildings, and equipment basis ▶ 25,569,594. Less accumulated depreciation (attach schedule) ▶	21,421,870.	25,569,594.	25,569,594.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	418,350,307.	414,591,165.	446,071,871.
Liabilities	17	Accounts payable and accrued expenses	1,741.	4,040.	
	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)	1,741.	4,040.	
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	418,348,566.	414,587,125.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	418,348,566.	414,587,125.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	418,350,307.	414,591,165.	

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	418,348,566.
2	Enter amount from Part I, line 27a	2	-2,769,247.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	415,579,319.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 10	5	992,194.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	414,587,125.

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(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	
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 7,221,606.

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	19,229,244.	444,569,081.	0.043254
2009	17,385,362.	413,459,122.	0.042049
2008	29,481,795.	494,822,237.	0.059581
2007	27,964,240.	573,141,336.	0.048791
2006	23,905,053.	517,871,547.	0.046160

2	**Total** of line 1, column (d)	2	0.239835
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	0.047967
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	463,809,114.
5	Multiply line 4 by line 3	5	22,247,532.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	168,973.
7	Add lines 5 and 6	7	22,416,505.
8	Enter qualifying distributions from Part XII, line 4	8	23,703,811.

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	168,973.
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	168,973.
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	168,973.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	606,355.		
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	606,355.
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	437,382.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 250,000. **Refunded** ▶			11	187,382.

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	X	
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) ▶ FL,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 ▶ SAFO LLC Telephone no ▶ 305-891-0017

Located at ▶ 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL ZIP + 4 ▶ 33180

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

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

			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 ▶ ATTACHMENT 11			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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

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** X

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** X

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 12		302,402.	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 . . . . ▶

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
ATTACHMENT 13		69,748.
Total number of others receiving over $50,000 for professional services ▶		

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 N/A	
2	
All other program-related investments See instructions 3 N/A	
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	434,599,294.
b	Average of monthly cash balances	1b	10,295,577.
c	Fair market value of all other assets (see instructions)	1c	25,977,326.
d	**Total** (add lines 1a, b, and c)	1d	470,872,197.
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	470,872,197.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,063,083.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	463,809,114.
6	**Minimum investment return.** Enter 5% of line 5	6	23,190,456.

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	23,190,456.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	168,973.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	168,973.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	23,021,483.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	23,021,483.
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	23,021,483.

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	19,556,087.
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	4,147,724.
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	23,703,811.
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	168,973.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	23,534,838.

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				23,021,483.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			20,934,275.	
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 ▶ $ 23,703,811.				
a Applied to 2010, but not more than line 2a			20,934,275.	
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				2,769,536.
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				20,251,947.
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

ATTACHMENT 14

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

LETTER OF REQUEST TO FOUNDATION.

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 15				
Total . . . . ▶ **3a**				14,901,119.
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	11,081,467.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property			16	120,795.	
7 Other investment income			14	258,704.	
8 Gain or (loss) from sales of assets other than inventory			18	7,221,606.	
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)				18,682,572.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 18,682,572.

(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)
N/A	NOT APPLICABLE

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 | Date 11/12/2012 | Title CEO

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
RICHARD S. WAGMAN	RSW	11/06/2012		P00300566

Firm's name ▶ PRICEWATERHOUSECOOPERS LLP — Firm's EIN ▶ 13-4008324

Firm's address ▶ 1441 BRICKELL AVENUE, SUITE 1100
MIAMI, FL 33131-3429 — Phone no 305-375-7400

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization
TED ARISON FAMILY FOUNDATION USA, INC

Employer identification number
59-2128429

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Name of organization TED ARISON FAMILY FOUNDATION USA, INC

Employer identification number 59-2128429

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SHARI ARISON C/O SAFO LLC 20900 NE 30TH AVE, STE 1015 AVENTURA, FL 33180	$ 218,174.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization TED ARISON FAMILY FOUNDATION USA, INC	Employer identification number 59-2128429

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	

Name of organization TED ARISON FAMILY FOUNDATION USA, INC

Employer identification number 59-2128429

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

TED ARISON FAMILY FOUNDATION USA, INC 59-2128429

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)	
		ST SALES - SEE STATEMENT A PROPERTY TYPE: SECURITIES					VAR	VAR
							-1677080.	
		LT SALES - SEE STATEMENT A PROPERTY TYPE: SECURITIES					VAR	VAR
							8,876,318.	
		CLASS ACTION SETTLEMENTS PROPERTY TYPE: SECURITIES					VAR	VAR
22,368.							22,368.	
TOTAL GAIN(LOSS)							7,221,606.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HYPERION ISRAEL VENTURE PARTNERS L.P.	157.	157.
J.P. MORGAN POOLED VENTURE CAPITAL	5,158.	5,158.
WHITEHALL PARALLEL GLOBAL	201,140.	201,140.
J.P. MORGAN DIRECT VENTURE CAPITAL	1.	1.
OTHER DIV. & INT. - NORTHERN TRUST	10,810,670.	10,763,562.
GUGGENHEIM PLUS II, L.P.	64,341.	64,341.
TOTAL	11,081,467.	11,034,359.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INCOME/(LOSS) FROM PARTNERSHIPS		187,995.	187,995.
OTHER INCOME - NORTHERN TRUST		32,042.	32,042.
OTHER INCOME		1,802.	1,802.
F/X GAIN FROM		36,865.	36,865.
	TOTALS	258,704.	258,704.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PROFESSIONAL FEES	313,108.	156,554.
TOTALS	313,108.	156,554.

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PASS THRU K-1 INVESTMENT INT	14,215.	14,215.	
TOTALS	14,215.	14,215.	

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FLORIDA REVENUE TAX		1,052.	
FOREIGN TAXES PAID		261,842.	261,842.
	TOTALS	262,894.	261,842.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MANAGEMENT FEES	546,360.	546,360.	
MULTI MANAGER FEES	418,145.	418,145.	
CUSTODY FEES	152,452.	152,452.	
PASS THRU K-1 OTHER DEDUCTIONS	3,803.	3,803.	
PASS THRU K-1 PORT. DEDUCTIONS	184,755.	184,755.	
LIFE INSURANCE PREMIUMS	218,174.		
EXPENSES FOR TAFF - ISRAEL:			
SALARIES & WAGES	1,779,465.		1,779,465.
FOREIGN PROPERTY TAXES	146,321.		146,321.
EMPLOYEE BENEFITS	517,888.		517,888.
RENTAL EXPENSE	65,739.		65,739.
REPAIRS & MAINTENANCE	215,608.		215,608.
PROFESSIONAL FEES - LEGAL	58,436.		58,436.
PROFESSIONAL FEES - OTHER	192,225.		192,225.
OFFICE SUPPLIES	19,368.		19,368.
PRINTING & PUBLICATIONS	5,899.		5,899.
TRAVEL EXPENSES	326,644.		326,644.
MARKETING EXPENSES	419,379.		419,379.
UTILITIES EXPENSES	43,742.		43,742.
BANK FEES	3,621.		3,621.
SUPPLIES	387,153.		387,153.
OTHER EXPENSES	171,078.		171,078.
TOTALS	5,876,255.	1,305,515.	4,352,566.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
OTHER DOMESTIC		82,620,676.	102,122,818.
	TOTALS	82,620,676.	102,122,818.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS	89,747,580.	89,811,277.
TOTALS	89,747,580.	89,811,277.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AURORA OFFSHORE FUND LTD II	9,300,000.	10,957,798.
GUGGENHEIM PLUS II, LP	7,700,000.	8,710,639.
HYPERION	2,082,312.	901,793.
APAX EUROPE VII-B LP	5,640,677.	6,057,013.
WHITEHALL	1.	314,066.
ALTIMA HEDGE FUND	4,663,935.	3,773,470.
YORK CREDIT FUND	7,000,000.	9,190,890.
INTERNATIONAL EQUITY SECURITY	47,780,662.	55,992,014.
CD&R FUND VII	2,418,595.	3,007,665.
CAP II PRIVATE INVESTORS	488,315.	1,193,735.
APOLLO INVESTMENT FUND VI	1,539,698.	1,816,296.
JP MORGAN VENT CAP PRVT INVEST	1,209,319.	1,566,918.
JP MORGAN MOSAIC REIT	500.	1.
MUTUAL FUNDS	35,430,222.	34,801,424.
GRACIE INTERNATIONAL CREDIT OP	5,000,000.	5,274,419.
STANDARD PACIFIC CAP OFFSHORE	10,000,000.	10,655,256.
WINTON FUTURES FUND	10,000,000.	11,205,454.
JP MORGAN DAILY LIQUIDITY CPP	10,000,000.	8,602,100.
TOTALS	160,254,236.	174,020,951.

ATTACHMENT 10

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

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE - ASSET VALUATION	173,603.
BOOK/TAX DIFFERENCE	818,591.
TOTAL	992,194.

ATTACHMENT 11

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

UNITED KINGDOM
ISRAEL

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SHARI ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	CHAIRMAN 5.00	0	0	0
SHLOMIT DE-VRIES 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	VICE PRES./PART TIME 5.00	0	0	0
MARILYN ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	TRUSTEE/PART TIME 5.00	0	0	0
JASON ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	CEO/FULL TIME 40.00	302,402.	0	0
DAVID ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	TRUSTEE/PART TIME 5.00	0	0	0
CASSIE ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	TRUSTEE/PART TIME 5.00	0	0	0
	GRAND TOTALS	302,402.	0	0

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

ATTACHMENT 13

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
SHELDON SCHNEIDER 4082 BATTERSEA ROAD COCONUT GROVE, FL 33133	INVESTMENT ADVISOR	69,748.
TOTAL COMPENSATION		69,748.

ATTACHMENT 14

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

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

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

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOTAL GRANTS PAID - SEE STATEMENT B	NONE PUBLIC CHARITIES	GENERAL FUND	14,901,119.
		TOTAL CONTRIBUTIONS PAID	14,901,119.

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	Employer identification number
TED ARISON FAMILY FOUNDATION USA, INC	59-2128429

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-1,677,080.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 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	-1,677,080.

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	8,898,686.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 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	8,898,686.

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

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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			-1,677,080.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			8,898,686.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			7,221,606.

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
TED ARISON FAMILY FOUNDATION USA, INC

Employer identification number
59-2128429

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

(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 ST SALES - SEE STATEMENT A					-1,677,080.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -1,677,080.

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

Schedule D-1 (Form 1041) 2011

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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 LT SALES - SEE STATEMENT A					8,876,318.
CLASS ACTION SETTLEMENTS			22,368.		22,368.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 8,898,686.

Schedule D-1 (Form 1041) 2011

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TED ARISON FAMILY FOUNDATION USA, INC.
YEAR ENDED DECEMBER 31, 2011
DETAIL WORKSHEET FOR GAINS/LOSSES

	Total Proceeds	Total Cost	Realized G/L	ST Breakout	LT Breakout
Northern Trust (various accounts) - See Attached Statement	165,140,301	(156,933,898)	**8,206,403**	**(423,669)**	**8,630,072**
Short Term Capital Gain Adjustment			(874,454)	**(874,454)**	-
Adjustment - Return of Capital			(351,581)	**(351,581)**	
Schedules K-1:					
J P Morgan Direct			3,123	-	3,123
J P Morgan Pooled			94,263	2,498	91,765
Hyperion Israel			4,540	-	4,540
Whitehall Parallel			101,716	(30,485)	132,201
Guggenheim			15,228	611	14,617
Subtotal for Schedules K-1			**218,870**	**(27,376)**	**246,246**
Subtotal for all Securities above (as shown on tax return):			**7,199,238**	**(1,677,080)**	**8,876,318**
Other Capital Gains/Losses					
Class Action Proceeds	22,368	-	**22,368**	-	**22,368**
TOTALS	***165,162,669***		***7,221,606***	***(1,677,080)***	***8,898,686***

STATEMENT A

Sales & Tax Lots

01 Jan 11 - 31 Dec 11

◆ Realized Gain/Loss Summary-taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Sales							
Equities							
Common stock							
Australia - AUD	1,814,765 76	-1,491,544 95	-106,644 20	178,451 76	251,413 25	-64,384 63	387,605 44
Australia - USD	105,750 26	-82,496 06	9,619 83	13,634 37	0 00	9,619 83	13,634 37
Austria - EUR	176,475 89	-146,075 77	18,639 30	12,269 35	-508 53	16,673 67	13,726 45
Canada - CAD	1,605,186 67	-1,504,898 41	-157,323 73	178,875 62	78,736 37	-142,468 11	242,756 37
Canada - USD	767,295 12	-692,216 26	5,821 83	69,257 03	0 00	5,821 83	69,257 03
China - HKD	1,092,965 96	-1,109,919 93	-63,772 05	49,189 40	-2,371 32	-65,341 30	48,387 33
Denmark - DKK	190,771 39	-121,826 65	1,345 28	71,855 72	-4,256 26	1,432 78	67,511 96
Finland - EUR	121,110 75	-155,349 68	-21,039 95	0 00	-13,198 98	-34,238 93	0 00
France - EUR	2,165,534 19	-2,221,254 22	-90,344 05	73,317 60	-38,693 58	-105,133 59	49,413 56
France - USD	222,891 09	-236,342 81	3,732 14	-17,183 86	0 00	3,732 14	-17,183 86
Germany - EUR	2,235,601 16	-2,378,410 21	-174,888 32	-10,258 23	42,337 50	-154,469 28	11,660 23
Hong Kong - HKD	1,477,597 83	-1,392,441 33	-50,156 65	137,411 75	-2,098 60	-51,244 74	136,401 24
India - USD	429,076 56	-557,521 38	-30,406 18	-98,038 64	0 00	-30,406 18	-98,038 64
Ireland - GBP	28,234 75	-16,344 09	0 00	11,423 96	466 70	0 00	11,890 66
Israel - USD	297,949 11	-331,521 47	-33,572 36	0 00	0 00	-33,572 36	0 00
Italy - EUR	62,583 63	-31,116 94	0 00	27,228 90	4,237 79	0 00	31,466 69
Japan - JPY	4,354,583 48	-4,307,524 14	-277,314 85	-339,510 00	663,884 19	-194,224 68	241,284 02
Japan - USD	194,552 27	-403,082 90	-97,308 94	-111,221 69	0 00	-97,308 94	-111,221 69
KOREA, REPUBLIC OF - USD	277,494 50	-275,770 18	1,724 32	0 00	0 00	1,724 32	0 00

STATEMENT A

◆ Realized Gain/Loss Summary-taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Sales							
Equities							
Common stock							
Mexico - MXN	63,756 58	-17,356 17	0 00	49,862 65	-3,462 24	0 00	46,400 41
Mexico - USD	107,638 47	-53,212 52	-2,301 78	56,727 73	0 00	-2,301 78	56,727 73
Netherlands - EUR	506,318 19	-546,038 95	-55,512 06	12,889 76	2,901 54	-54,001 51	14,280 75
Netherlands - USD	374,966 38	-370,795 54	-9,448 35	13,619 19	0 00	-9,448 35	13,619 19
Norway - NOK	200,922 64	-344,099 97	-259 46	-143,391 79	473 92	-1,405 44	-141,771 89
Portugal - EUR	238,144 56	-123,234 73	0 00	117,367 92	-2,458 09	0 00	114,909 83
Singapore - SGD	163,542 21	-150,656 53	-5,714 02	11,542 27	7,057 43	-3,420 46	16,306 14
South Africa - USD	90,312 36	-97,132 77	0 00	-6,820 41	0 00	0 00	-6,820 41
Spain - EUR	169,459 58	-303,302 54	2,968 23	-139,184 78	2,373 59	4,898 36	-138,741 32
Sweden - SEK	635,542 68	-507,126 13	-5,183 39	96,655 69	36,944 25	7,633 47	120,783 08
Switzerland - CHF	1,828,547 51	-1,585,503 08	-120,414 18	151,496 47	211,962 14	-47,831 64	290,876 07
Switzerland - USD	531,316 71	-833,544 41	3,265 83	-305,493 53	0 00	3,265 83	-305,493 53
Taiwan - USD	196,242 27	-172,268 95	-720 79	24,694 11	0 00	-720 79	24,694 11
United Kingdom - GBP	4,418,799 82	-4,484,342 15	-392,971 55	380,499 61	-53,070 39	-406,199 05	340,656 72
United Kingdom - USD	54,436 32	-49,440 14	4,996 18	0 00	0 00	4,996 18	0 00
United States - USD	26,738,572 95	-23,923,249 52	-157,028 77	2,972,352 20	0 00	-157,028 77	2,972,352 20
Total common stock	**53,938,939.60**	**-51,016,961.48**	**-1,800,212.69**	**3,539,520.13**	**1,182,670.68**	**-1,595,352.12**	**4,517,330.24**
Convertible equity							
United States - USD	135,564 56	-150,423 37	-14,858 81	0 00	0 00	-14,858 81	0 00

Sales & Tax Lots

01 Jan 11 - 31 Dec 11

◆ Realized Gain/Loss Summary-taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Sales							
Equities							
Total convertible equity	**135,564.56**	**-150,423.37**	**-14,858.81**	**0.00**	**0.00**	**-14,858.81**	**0.00**
Funds - common stock							
Asia Region - USD	17,300,000 00	-15,152,601 29	-7,450 15	2,154,848 86	0 00	-7,450 15	2,154,848 86
Total funds - common stock	**17,300,000.00**	**-15,152,601.29**	**-7,450.15**	**2,154,848.86**	**0.00**	**-7,450.15**	**2,154,848.86**
Funds - equities etf							
Emerging Markets Region - USD	4,179,268 49	-5,219,865 81	0 00	-1,040,597 32	0 00	0 00	-1,040,597 32
Total funds - equities etf	**4,179,268.49**	**-5,219,865.81**	**0.00**	**-1,040,597.32**	**0.00**	**0.00**	**-1,040,597.32**
Preferred stock							
Brazil - USD	181,228 00	-249,666 90	-65,292 97	-3,145 93	0 00	-65,292 97	-3,145 93
Total preferred stock	**181,228.00**	**-249,666.90**	**-65,292.97**	**-3,145.93**	**0.00**	**-65,292.97**	**-3,145.93**
Total S/T translation gain/loss for equities					**204,860.57**		
Total L/T translation gain/loss for equities					**977,810.11**		
Total realized gains for equities			**1,594,377.22**	**10,127,509.27**	**1,503,269.96**	**1,721,517.66**	**10,937,990.85**
Total realized losses for equities			**-3,482,191.84**	**-5,476,883.53**	**-320,599.28**	**-3,404,471.71**	**-5,309,555.00**
Total Equities	**75,735,000.65**	**-71,789,518.85**	**-1,887,814.62**	**4,650,625.74**	**1,182,670.68**	**-1,682,954.05**	**5,628,435.85**
Fixed income							
Funds - corporate bond							
United States - USD	29,998,500 00	-29,728,672 88	-11,812 88	281,640 00	0 00	-11,812 88	281,640 00
Total funds - corporate bond	**29,998,500.00**	**-29,728,672.88**	**-11,812.88**	**281,640.00**	**0.00**	**-11,812.88**	**281,640.00**
Funds - government agencies							
United States - USD	10,567,093 15	-10,455,392 82	142 80	111,557 53	0 00	142 80	111,557 53

STATEMENT A

Sales & Tax Lots

01 Jan 11 - 31 Dec 11

Account number TAFFUS

TA FAMILY FOUNDATION USA

◆ Realized Gain/Loss Summary-taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Sales							
Fixed income							
Total funds - government agencies	**10,567,093.15**	**-10,455,392.82**	**142.80**	**111,557.53**	**0.00**	**142.80**	**111,557.53**
Total S/T translation gain/loss for fixed income					**0.00**		
Total L/T translation gain/loss for fixed income					**0.00**		
Total realized gains for fixed income			**2,189.06**	**398,030.48**	**0.00**	**2,189 06**	**398,030.48**
Total realized losses for fixed income			**-13,859.14**	**-4,832.95**	**0.00**	**-13,859.14**	**-4,832.95**
Total Fixed Income	**40,565,593.15**	**-40,184,065.70**	**-11,670.08**	**393,197.53**	**0.00**	**-11,670.08**	**393,197.53**
Venture capital and partnerships							
Partnerships							
United States - USD	1,218,629 20	-1,218,629 20	0 00	0 00	0 00	0 00	0 00
Total partnerships	**1,218,629.20**	**-1,218,629.20**	**0.00**	**0.00**	**0.00**	**0.00**	**0 00**
Total S/T translation gain/loss for venture capital and partnerships					**0.00**		
Total L/T translation gain/loss for venture capital and partnerships					**0.00**		
Total realized gains for venture capital and partnerships			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total realized losses for venture capital and partnerships			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total Venture Capital and Partnerships	**1,218,629.20**	**-1,218,629.20**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Hedge fund							
Hedge fund of funds							
United States - USD	2,336,064 91	-2,336,064 91	0 00	0 00	0 00	0 00	0 00
Total hedge fund of funds	**2,336,064.91**	**-2,336,064.91**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**

**Generated by Northern Trust from periodic data on 30 Apr 12 B044*

STATEMENT A

◆ Realized Gain/Loss Summary-taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Sales							
Total S/T translation gain/loss for hedge fund					**0.00**		
Total L/T translation gain/loss for hedge fund					**0 00**		
Total realized gains for hedge fund			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total realized losses for hedge fund			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total Hedge Fund	**2,336,064.91**	**-2,336,064.91**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total Sales	**119,855,287.91**	**-115,528,278.66**	**-1,899,484.70**	**5,043,823.27**	**1,182,670.68**	**-1,694,624.13**	**6,021,633.38**
Principal Paydowns							
Venture capital and partnerships							
Partnerships							
Europe Region - EUR	471,581 80	-473,546 24	0 00	0 00	-1,964 44	0 00	-1,964 44
Total partnerships	**471,581.80**	**-473,546.24**	**0.00**	**0.00**	**-1,964.44**	**0.00**	**-1,964.44**
Total S/T translation gain/loss for venture capital and partnerships					**0.00**		
Total L/T translation gain/loss for venture capital and partnerships					**-1,964.44**		
Total realized gains for venture capital and partnerships			**0.00**	**0.00**	**2,116.65**	**0.00**	**2,116.65**
Total realized losses for venture capital and partnerships			**0.00**	**0.00**	**-4,081.09**	**0.00**	**-4,081.09**
Total Venture Capital and Partnerships	**471,581.80**	**-473,546.24**	**0.00**	**0.00**	**-1,964.44**	**0.00**	**-1,964.44**
Total Principal Paydowns	**471,581.80**	**-473,546.24**	**0.00**	**0.00**	**-1,964.44**	**0.00**	**-1,964.44**
Other Gain/Loss							
Equities							
Funds - common stock							
Asia Region - USD	1,727,265 78	0 00	0 00	1,727,265 78	0 00	0 00	1,727,265 78
Total funds - common stock	**1,727,265.78**	**0.00**	**0.00**	**1,727,265.78**	**0.00**	**0.00**	**1,727,265.78**

STATEMENT A

◆ Realized Gain/Loss Summary-taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Other Gain/Loss							
Total S/T translation gain/loss for equities					**0.00**		
Total L/T translation gain/loss for equities					**0.00**		
Total realized gains for equities			**0.00**	**1,727,265.78**	**0.00**	**0.00**	**1,727,265.78**
Total realized losses for equities			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total Equities	**1,727,265.78**	**0.00**	**0.00**	**1,727,265.78**	**0.00**	**0.00**	**1,727,265.78**
Fixed income							
Funds - corporate bond							
United States - USD	579,557 81	0 00	220,102 40	359,455 41	0 00	220,102 40	359,455 41
Total funds - corporate bond	**579,557.81**	**0.00**	**220,102.40**	**359,455.41**	**0.00**	**220,102.40**	**359,455.41**
Funds - government agencies							
International Region - USD	117,599 79	0 00	0 00	117,599 79	0 00	0 00	117,599 79
United States - USD	75,728 75	0 00	32,090 73	43,638 02	0 00	32,090 73	43,638 02
Total funds - government agencies	**193,328.54**	**0.00**	**32,090.73**	**161,237.81**	**0.00**	**32,090.73**	**161,237.81**
Funds - other fixed income							
United States - USD	817,979 69	0 00	622,261 09	195,718 60	0 00	622,261 09	195,718 60
Total funds - other fixed income	**817,979.69**	**0.00**	**622,261.09**	**195,718.60**	**0.00**	**622,261.09**	**195,718.60**
Total S/T translation gain/loss for fixed income					**0.00**		
Total L/T translation gain/loss for fixed income					**0.00**		
Total realized gains for fixed income			**874,454.22**	**716,411.82**	**0.00**	**874,454.22**	**716,411.82**
Total realized losses for fixed income			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total Fixed Income	**1,590,866.04**	**0.00**	**874,454.22**	**716,411.82**	**0.00**	**874,454.22**	**716,411.82**

Venture capital and partnerships

Partnerships

STATEMENT A

◆ Realized Gain/Loss Summary-taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Other Gain/Loss							
Venture capital and partnerships							
Partnerships							
United States - USD	351,581 00	0 00	351,581 00	0 00	0 00	351,581 00	0 00
Total partnerships	**351,581.00**	**0.00**	**351,581.00**	**0.00**	**0.00**	**351,581.00**	**0.00**
Total S/T translation gain/loss for venture capital and partnerships					**0.00**		
Total L/T translation gain/loss for venture capital and partnerships					**0.00**		
Total realized gains for venture capital and partnerships			**351,581.00**	**0.00**	**0.00**	**351,581.00**	**0.00**
Total realized losses for venture capital and partnerships			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total Venture Capital and Partnerships	**351,581.00**	**0.00**	**351,581.00**	**0.00**	**0.00**	**351,581.00**	**0.00**
Total Other Gain/Loss	**3,669,712.82**	**0.00**	**1,226,035.22**	**2,443,677.60**	**0.00**	**1,226,035.22**	**2,443,677.60**
Capital Changes							
Equities							
Common stock							
Europe Region - USD	623 58	0 00	0 00	623 58	0 00	0 00	623 58
France - EUR	73,957 29	-87,653 46	-10,233 55	0 00	-3,462 62	-13,696 17	0 00
Switzerland - CHF	32,013 00	0 00	0 00	32,013 01	-0 01	0 00	32,013 00
United States - USD	245,024 69	-100,649 21	19,829 52	124,545 96	0 00	19,829 52	124,545 96
Total common stock	**351,618.56**	**-188,302.67**	**9,595.97**	**157,182.55**	**-3,462.63**	**6,133.35**	**157,182.54**
Rights/warrants							
Australia - AUD	3,817 04	0 00	139 69	3,677 36	-0 01	139 69	3,677 35
Hong Kong - HKD	449 37	0 00	0 00	449 37	0 00	0 00	449 37
Spain - EUR	7,052 58	0 00	1,636 66	5,415 93	-0 01	1,636 64	5,415 94

◆ Realized Gain/Loss Summary-taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Capital Changes							
Equities							
Total rights/warrants	**11,318.99**	**0.00**	**1,776.35**	**9,542.66**	**-0.02**	**1,776.33**	**9,542.66**
Total S/T translation gain/loss for equities					**-3,462.64**		
Total L/T translation gain/loss for equities					**-0.01**		
Total realized gains for equities			**21,605.87**	**166,747.17**	**0.09**	**21,605.85**	**166,747.16**
Total realized losses for equities			**-10,233.55**	**-21.96**	**-3,462.74**	**-13,696.17**	**-21.96**
Total Equities	**362,937.55**	**-188,302.67**	**11,372.32**	**166,725.21**	**-3,462.65**	**7,909.68**	**166,725.20**
Total Capital Changes	**362,937.55**	**-188,302.67**	**11,372.32**	**166,725.21**	**-3,462.65**	**7,909.68**	**166,725.20**
Foreign Exchange							
Foreign exchange							
Foreign exchange							
Australian dollar sales - AUD	-1,839,947 72	1,842,558 61	0 00	0 00	2,610 89	2,610 89	0 00
British pound sterling sales - GBP	-4,373,093 60	4,410,411 73	0 00	0 00	37,318 13	37,318 13	0 00
Canadian dollar sales - CAD	-1,617,024 49	1,614,126 34	0 00	0 00	-2,898 15	-2,898 15	0 00
Danish krone sales - DKK	-172,499 90	171,967 29	0 00	0 00	-532 61	-532 61	0 00
Euro sales - EUR	-5,958,554 45	5,976,344 96	0 00	0 00	17,790 51	17,790 51	0 00
Hong Kong dollar sales - HKD	-2,444,772 11	2,444,119 04	0 00	0 00	-653 07	-653 07	0 00
Japanese yen sales - JPY	-4,212,248 84	4,211,274 26	0 00	0 00	-974 58	-974 58	0 00
Mexican peso sales - MXN	-66,045 38	65,992 78	0 00	0 00	-52 60	-52 60	0 00
Norwegian krone sales - NOK	-225,123 86	224,754 56	0 00	0 00	-369 30	-369 30	0 00
Singapore dollar sales - SGD	-173,263 49	173,968 72	0 00	0 00	705 23	705 23	0 00
Swedish krona sales - SEK	-633,842 88	636,410 33	0 00	0 00	2,567 45	2,567 45	0 00

◆ Realized Gain/Loss Summary-taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Foreign Exchange							
Foreign exchange							
Foreign exchange							
Swiss franc sales - CHF	-1,756,165 77	1,751,653 36	0 00	0 00	-4,512 41	-4,512 41	0 00
United States dollar sales - USD	-16,808,772 92	16,808,772 92	0 00	0 00	0 00	0 00	0 00
Australian dollar purchases - AUD	847,536 69	-847,307 32	0 00	0 00	229 37	229 37	0 00
British pound sterling purchases - GBP	3,110,362 10	-3,100,229 07	0 00	0 00	10,133 03	10,133 03	0 00
Canadian dollar purchases - CAD	1,684,179 65	-1,691,628 25	0 00	0 00	-7,448 60	-7,448 60	0 00
Danish krone purchases - DKK	39,829 39	-40,000 00	0 00	0 00	-170 61	-170 61	0 00
Euro purchases - EUR	4,860,067 96	-4,848,856 48	0 00	0 00	11,211 48	11,211 48	0 00
Hong Kong dollar purchases - HKD	1,391,333 60	-1,391,918 20	0 00	0 00	-584 60	-584 60	0 00
Japanese yen purchases - JPY	2,846,324 15	-2,847,475 73	0 00	0 00	-1,151 58	-1,151 58	0 00
Norwegian krone purchases - NOK	471,933 61	-474,314 27	0 00	0 00	-2,380 66	-2,380 66	0 00
Singapore dollar purchases - SGD	123,271 77	-123,309 02	0 00	0 00	-37 25	-37 25	0 00
Swedish krona purchases - SEK	186,013 61	-190,203 73	0 00	0 00	-4,190 12	-4,190 12	0 00
Swiss franc purchases - CHF	1,256,002 15	-1,253,530 85	0 00	0 00	2,471 30	2,471 30	0 00
United States dollar purchases - USD	23 523,581 98	-23,523,581 98	0 00	0 00	0 00	0 00	0 00
Total foreign exchange	**59,081.25**	**0.00**	**0.00**	**0.00**	**59,081.25**	**59,081.25**	**0.00**
Total S/T translation gain/loss for foreign exchange					**59,081.25**		
Total L/T translation gain/loss for foreign exchange					**0.00**		
Total realized gains for foreign exchange			**0.00**	**0.00**	**148,435.18**	**148,435.18**	**0.00**
Total realized losses for foreign exchange			**0.00**	**0.00**	**-89,353.93**	**-89,353.93**	**0.00**
Total Foreign exchange	**59,081.25**	**0.00**	**0.00**	**0.00**	**59,081.25**	**59,081.25**	**0.00**

◆ Realized Gain/Loss Summary-taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Total Foreign Exchange	**59,081.25**	**0.00**	**0.00**	**0.00**	**59,081.25**	**59,081.25**	**0.00**

Gain/Loss on Cash Disbursements

Gain/loss on cash disbursements

Gain/loss on cash disbursements

	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Australian dollar - AUD	2,691,389 89	-2,689,872 41	0 00	0 00	1,517 48	1,517 48	0 00
British pound sterling - GBP	7,562 597 31	-7,598,933 85	0 00	0 00	-36,336 54	-36,336 54	0 00
Canadian dollar - CAD	3,255,161 58	-3,247,591 17	0 00	0 00	7,570 41	7,570 41	0 00
Danish krone - DKK	194,683 05	-193,866 95	0 00	0 00	816 10	816 10	0 00
Euro - EUR	11,327,421 54	-11,304,658 86	0 00	0 00	22,762 68	22,762 68	0 00
Hong Kong dollar - HKD	3,735,012 95	-3,733,566 33	0 00	0 00	1,446 62	1,446 62	0 00
Japanese yen - JPY	7,237,680 95	-7,245,599 12	0 00	0 00	-7,918 17	-7,918 17	0 00
Mexican peso - MXN	-61,637 58	61,800 82	0 00	0 00	163 24	163 24	0 00
Norwegian krone - NOK	636,450 91	-636,038 57	0 00	0 00	412 34	412 34	0 00
Singapore dollar - SGD	298,137 17	-298,148 43	0 00	0 00	-11 26	-11 26	0 00
Swedish krona - SEK	746,953 36	-744,511 23	0 00	0 00	2,442 13	2,442 13	0 00
Swiss franc - CHF	3,097,848 27	-3,112,783 92	0 00	0 00	-14,935 65	-14,935 65	0 00
Total gain/loss on cash disbursements	**40,721,699.40**	**-40,743,770.02**	**0.00**	**0.00**	**-22,070.62**	**-22,070.62**	**0.00**
Total S/T translation gain/loss for gain/loss on cash disbursements					**-22,070.62**		
Total L/T translation gain/loss for gain/loss on cash disbursements					**0.00**		
Total realized gains for gain/loss on cash disbursements			**0.00**	**0.00**	**149,761.30**	**149,761.30**	**0.00**
Total realized losses for gain/loss on cash disbursements			**0.00**	**0.00**	**-171,831.92**	**-171,831.92**	**0.00**
Total Gain/Loss on Cash Disbursements	**40,721,699.40**	**-40,743,770.02**	**0.00**	**0.00**	**-22,070.62**	**-22,070.62**	**0.00**
Total Gain/Loss on Cash Disbursements	**40,721,699.40**	**-40,743,770.02**	**0.00**	**0.00**	**-22,070.62**	**-22,070.62**	**0.00**

◆ Realized Gain/Loss Summary-taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Total Short Term Gain Proceeds	13,053,645.27						
Total Short Term Loss Proceeds	16,516,559.04						
Total Long Term Gain Proceeds	72,683,714.26						
Total Long Term Loss Proceeds	15,079,386.64						
Total Undetermined Tax Loss Proceeds	44,235,150.54						
Additional Short Term Proceeds from Zero G/L Transactions	41,707.87						
Additional Long Term Proceeds from Zero G/L Transactions	3,530,137.11						
Short Term Proceeds due to REIT Re-Allocation	0.00						
Long Term Proceeds due to REIT Re-Allocation	0.00						
Total Short Term Proceeds	29,611,912.18						
Total Long Term Proceeds	91,293,238.01						
Total S/T translation gain/loss					238,408.56		
Total L/T translation gain/loss					975,845.66		
Total realized gains			2,844,207.37	13,135,964.52	1,803,583.18	3,269,544.27	13,948,562.74
Total realized losses			-3,506,284.53	-5,481,738.44	-589,328.96	-3,693,212.87	-5,318,491.00
Total realized gain/loss	165,140,300.73	-156,933,897.59	-662,077.16	7,654,226.08	1,214,254.22	-423,668.60	8,630,071.74

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

STATEMENT A

EIN· 59-2128429

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2011

Recipient	*If recipient is an individual, show any relationship to Fdn Mgr , or*	*Foundation Status of Recipient*	*Purpose of grant or contribution*	*Amount*
Ach Shav Zionut 2000 Association	N/A	Children & youth at risk vocational training	Business entrepreneurship projects for youth at risk	44,000 00
Aleh Negev Foundation	N/A	Disabilities Services	A special program for hydrotheraphy	50,916 00
Alexander Muss Institute for Israel Edu	N/A	Educational Org Extracaricular activity for youth	Supporting the organizations educational program in 2012	100,000 00
All One A Public Benefit Company Ltd	N/A	Non-Proft private Organization	Operation Budget	97,500 00
America Israel Cultural Foundation	N/A	Education-University	Supporting activities 2011-2012 (2nd Installment of 5)	500,000 00
American Freinds of Beit Issie Shapiro	N/A	Medical Org Community Services	2 of 3 payments Supporting the national development of accessible playgrounds for children with.	30,000 00
American Freinds of Shalva	N/A	Medical Org Community Services	Suppoerting the traveling costs of "Special Interview" project to the US	70,000 00
American Friends of Beit Issie Shapiro	N/A	Medical Org Community Services	Major Sponsors of Beit Issie Shapiro's 5th Int'l Conference on Disabilities	100,000 00
American Friends of Hospice of the Upper	N/A	Medical Facility - Hospice	HUG Care program	60,000 00
American Friends of Ilan	N/A	Disabilities Services	Supporting the "itegration of disabled children community" 5 of 5 payments (Last)	12,500 00
American Friends of Sheba Medical Center	N/A	Medical center - Hospital	Renovation and designing of the Hemophilia Clinic	40,008 00
American Friends of the Hebrew University	N/A	University	Empowerment, Support & Mentoring Project for students with learning disabilities	50,000 00
American Friends of the Tel Aviv Museum	N/A	Museum	4th & 5th payment of the new building of the museum	1,074,000 00
Amichai	N/A	Disabilities Services	Daily sport activity and nutrition education for children with development disabilities	43,428 00
Amotat Yad Lashiryon	N/A	Education Facility-Museum	Supporting the construction of an elevator at the Police building in Latrum	72,483 00
Arison Foundation Management LTD	N/A		Operational Budget 2011	1,190,000 00
Association for Change in Education	N/A	Education Facility-Scholarships	1st Payment of 6 for 90 scholarships, 1st of payment out of 3 year pledge (Shachaf Communities) & Rashi Foundation - 1st Payment to support the National Civic Forum	221,099 00
Atena Non Profit Organization	N/A	Education Services-Supporting teachers	1 of 3 payments Supporting the "Laptops for Teachers Program"	100,000 00
Bishvil Hahaim	N/A	Welfare services	Payment to support the organizations support groups for families (1 of 3)	25,000 00
Council on Foundations	N/A	501C3 ORG	11/2011-12/2012 Membership Dues	40,000 00
Dimona Community Center LTD	N/A	Community Services	Equipment for youth center	27,104 00
Essence of Life	N/A		Operational Budget 2011	650,000 00
Feuerstein Institute	N/A	Education Services	Supporting the Ethiopian program in 2012	45,000 00
Friends of Akim USA	N/A	Disabilities Services	Cognitive accessibility of museums and nature sites for disabled persons	48,178 00
Friends of Assaf Harofeh Medical Center	N/A	Medical Facility - Hospital	3rd payment The Arison Scholarships for Excellence in Orthopedics	157,505 00
Friends of Eliya U S Inc	N/A	Disabilities Services	Salaries for Physical Therapists	50,000 00
Friends of Israel Sci-Tech Schools Inc	N/A	Education Facility-Highschool	Ecological Educational Community Project	30,000 00
Friends of Jerusalem Academy of Music	N/A	Education Facility-University	Equipping the center for technology in music	101,258 00
Friends of the Arava Institute	N/A	Community Services	Equipment for Environmental Leadership Development Program	45,000 00
Friends of Yad Sarah	N/A	Disabilities Services	Purchase of van for disabled people in the southern region	83,265 00
Grabski Rehabilitation Center	N/A	Disabilities Services	Merkaz Shikum Grabsky	49,700 00
Greater Miami Jewish Federation	N/A	501C3 ORG	1st payment of 5	1,000,000 00
Institute Advancement of Education Jaffa	N/A	Education & Welfare services	"Neve Ofer" - A foster home for children at risk	50,000 00
Israel Technion Society	N/A	Education Facility-University	Engineers without borders	6,000 00
Jewish Funders Network	N/A	501C3 ORG	American founders forum of special needs for hiring professionals & Membership Fee 2011	25,000 00
Ken Lazaken	N/A	Welfare services	Hot line for the elderly in Russian	35,000 00
Kolben Dance Band	N/A	Dance company	Production costs & Salaries	33,131 00
Lead-Israel Youth Leadership Development	N/A	Children & youth managemnt program	Educational staff salaries	50,000 00
Matan Your Way To Give	N/A	Public Charity (Israel)	Forum of foundation 2011 membership fee & Special Grant	155,000 00
Milbat A Non-Profit Organization	N/A	Disabilities Services	Payment	70,000 00
Nitzan	N/A	Education &Health Services	Equipment for Nitzan Orim Rehabilitation Center	53,354 00
One in Nine	N/A	heath Services	By Your Side - Support project for women with Breast Cancer	51,363 00
PEF, Israel Endowment Funds	N/A	501C3 ORG	See Back up	1,095,150 00
Prisoner Rehabilitation Authority	N/A	governmental authority	1st payment of 4 (Olot Al Hagal Project)	100,000 00
Ruach Tova	N/A		8 budget payments	2,270,768 00
Sesame Workshop	N/A	501C3 ORG	4th payment for supporting the Development Innovative & Engaging Educational Content for children	100,000 00
TAFF Israel, Inc	N/A		Operation payment 2011	930,000 00
Telhai Institute of Art	N/A	Education Facility-University	Art enrichment projects for students & residents of the upper Galilee area	32,776 00

STATEMENT B

EIN· 59-2128429

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2011

Recipient	*If recipient is an individual, show any relationship to Fdn Mgr, or*	*Foundation Status of Recipient*	*Purpose of grant or contribution*	*Amount*
The American Friends of Migdal Ohr	N/A	Education & Welfare services	Supporting 27 children for a year	50,000 00
The Association for the Welfare of Aged	N/A	welfare services day care center for the elderly	Equipment for an elderly home in Be'er Sheva	58,852 00
The Center for Young Art Public	N/A	Art &Culture	1st payment based on budget	153,000 00
The Interdisciplinary Ctr Herzelia	N/A	Educational Facility-College	3rd & 4th payment	1,000,000 00
The Israeli Association of the Blind	N/A	Disabilities Services	Financing the educational staff salaries & producing an educational film	26,691 00
The National Institute for Rehabilation	N/A	heath Services	Internships in Rehabilitation Psychology	48,000 00
The Tel Aviv Foundation	N/A	Community Services	5th & 6th payment	2,000,000 00
Tikkun	N/A	Children & Youth services	Beit Shoko - Network of clubs for the empowerment of children at risk	46,000 00
Tomchey Yossefial Hospital, Eilat Found	N/A	Medical Facility-Hospital	Supporting the Israman 2011 Events by helping Yossefial Hospital purchase medical equipment	53,175 00
University of Miami	N/A	501C3 ORG	Payment	100,000 00
Youth Renewal Fund	N/A	Educatoional program	After school educational program	99,921 00
				14,901,119

STATEMENT B

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

Expenditure Responsibility Grants
2011 YEAR

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2011	Report Date Received
Ach Shav Zionut 2000 Association	07/01/2011	$44,000 00	Business entrepreneurship projects for youth at risk	$44,000	01 01.2012
Aleh Negev Foundation	12/31/2011	$50,916 00	A special program for hydrotheraphy		
Alexander Muss Institute for Israel Edu.	10/01/2011	$100,000 00	Supporting the organizations educational program in 2012	$100,000	02.05.2012
All One A Public Benefit Company Ltd	05/01/11 & 09/19/2011	$97 500 00	Operation Budget	$97,500	2011
America Israel Cultural Foundation	03/31/2011	$500 000 00	Supporting activities 2011-2012 (2nd installment of 5)	$500,000	2.26.2012
American Freinds of Beit Issie Shapiro	06/27/2011	$30 000 00	2 of 3 payments Supporting the national development of accessible playgrounds for children with	$30,000	02.08.2012
American Freinds of Shalva	06/01/2011	$70,000 00	Suppoerting the traveling costs of "Special Interview" project to the US	$70,000	11 17.2012
American Friends of Beit Issie Shapiro	07/01/2011	$100 000 00	Major Sponsors of Beit Issie Shapiro's 5th Int'l Conference on Disabilities	$100,000	02.08.2012

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

Expenditure Responsibility Grants

2011 YEAR

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2011	Report Date Received
American Friends of Hospice of the Upper	12/31/2011	$60 000 00	HUG Care program	501c3	
American Friends of Ilan	10/01/2011	$12 500 00	Supporting the "Itegration of disabled children community" 5 of 5 payments (Last)		
American Friends of Sheba Medical Center	07/01/2011	$40 008 00	Renovation and designing of the Hemophilia Clinic	$40,008	2011
American Friends of the Hebrew University	07/01/2011	$50,000 00	Empowerment, Support & Mentoring Project for students with learning disabilities	$12,610	07.05.2012
American Friends of the Tel Aviv Museum	01/05/11 & 11/25/11	$1 074 000 00	4th & 5th payment of the new building of the museum	$1 074 000	2011
Amichai	12/31/2011	$43,426 00	Daily sport activity and nutrition education for children with development disabilities		
Amotat Yad Lashiryon	10/01/2011	$72,483 00	Supporting the construction of an elevator at the Police building in Latrum	$72,483	2011
Arison Foundation Management LTD	07/03/1905	$1 190 000 00	Operational Budget 2011	$1,190,000	2011
Association for Change in Education	10/01/11 & 11/23/11	$221,099 00	1st Payment of 6 for 90 scholarships, 1st of payment out of 3 year pledge (Shachaf Communities) & Rashi Foundation - 1st Payment to support the National Civic Forum		
Atena Non Profit Organization	06/27/2011	$100,000 00	1 of 3 payments Supporting the "Laptops for Teachers Program"	$100,000	5.23.2012
Bishvil Hahaim	08/01/2011	$25,000 00	Payment to support the organizations support groups for families (1 of 3)		
Council on Foundations	11/01/2011	$40 000 00	11/2011-12/2012 Membership Dues	501c3	

STATEMENT C

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

Expenditure Responsibility Grants

2011 YEAR

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2011	Report Date Received
Dimona Community Center LTD	07/01/2011	$27,104 00	Equipment for youth center	$11,963	02.02.2012
Essence of Life	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Feuerstein Institute	10/01/2011	$45 000 00	Supporting the Ethiopian program in 2012		
Friends of Akim USA	12/31/2011	$48 178 00	Cognitive accessibility of museums and nature sites for disabled persons	501c3	
Friends of Assaf Harofeh Medical Center	06/27/2011	$157,505 00	3rd payment The Anson Scholarships for Excellence in Orthopedics	$157,505	04.10.2011
Friends of Eliya U.S. Inc	12/31/2011	$50 000 00	Salaries for Physical Therapists	501c3	
Friends of Israel Sci-Tech Schools Inc	07/01/2011	$30 000 00	Ecological Educational Community Project	$2,961	2.16.2012
Friends of Jerusalem Academy of Music	07/01/2011	$101,256 00	Equipping the center for technology in music		
Friends of the Arava Institute	07/01/2011	$45,000 00	Equipment for Environmental Leadership Development Program	$22,003	02.07.2012
Friends of Yad Sarah	12/31/2011	$83,265 00	Purchase of van for disabled people in the southern region		
Grabski Rehabilitation Center	12/31/2011	$49,700 00	Merkaz Shikum Grabsky		
Greater Miami Jewish Federation	[illegible]	[illegible]	[illegible]	501c3	

STATEMENT C

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

Expenditure Responsibility Grants
2011 YEAR

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2011	Report Date Received
Institute Advancement of Education Jaffa	07/01/2011	$50 000 00	"Neve Ofer" - A foster home for children at risk	$50,000	02.16.2012
Israel Technion Society	10/01/2011	$6,000 00	Engineers without borders		
Jewish Funders Network	01/18/2011 & 06/01/2011	$25 000 00	American founders forum of special needs for hiring professionals & Membership Fee 2011	501c3	
Ken Lazaken	12/31/2011	$35,000 00	Hot line for the elderly in Russian		
Kolben Dance Band	40725	$33 131 00	Production costs & Salaries	$6,010	02.07.2012
Lead-Israel Youth Leadership Development	07/01/2011	$50 000 00	Educational staff salaries	$50,000	02.19.2012
Matan Your Way To Give	07/[illegible] & [illegible]	$ 55 000 00	Forum of [illegible] 201[illegible] membership fee & Special Grant		
Milbat A Non-Profit Organization	09/01/2011	$70 000 00	Payment	$23,333	06.06.2012
Nitzan	12/31/2011	$53,354 00	Equipment for Nitzan Onim Rehabilitation Center		
One in Nine	12/31/2011	$51,363 00	By Your Side - Support project for women with Breast Cancer		
PEF Israel Endowment Funds	201[illegible]	$1 095 150 00	See Stat[illegible]	501c3	
Prisoner Rehabilitation Authority	10/01/2011	$100,000 00	1st payment of 4 (Olot Al Hagal Project)		

STATEMENT C

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

Expenditure Responsibility Grants

2011 YEAR

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2011	Report Date Received
Ruach Tova	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Sesame Workshop	[illegible]	[illegible]	[illegible]	[illegible]	
TAFF Israel Inc	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Telhai Institute of Art	07/01/2011	$32,776 00	Art enrichment projects for students & residents of the upper Galilee area	**$6.143**	**7.12.2012**
The American Friends of Migdal Ohr	11/28/2011	$50 000 00	Supporting 27 children for a year	**501c3**	
The Association for the Welfare of Aged	12/31/2011	$58,852 00	Equipment for an elderly home in Be'er Sheva		
[illegible]			[illegible]	[illegible]	
The Interdisciplinary Ctr Herzelia	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
The Israeli Association of the Blind	40725	$26,691 00	Financing the educational staff salaries & producing an educational film	**$13,513**	**01.17.12012**
The National Institute for Rehabilation	12/31/2011	$48,000 00	Internships in Rehabilitation Psychology		
The Tel Aviv Foundation	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
Tikkun	2011	$46,000 00	Beit Shoko - Network of clubs for the empowerment of children at risk	**$46,000**	**02.02.2012**

STATEMENT C

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

Expenditure Responsibility Grants

2011 YEAR

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2011	Report Date Received
Tomchey Yosseftal Hospital, Eilat Found.	02/07/2011	$53,175 00	Supporting the Israman 2011 Events by helping Yosseftal Hospital purchase medical equipment	$53,175	1.26.2012
University of Miami	[illegible]	[illegible]	Payment	[illegible]	
Youth Renewal Fund	07/01/2011	$99,921 00	After school educational program	$77,189	1.26.2012
		14,901,119			

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

STATEMENT C

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

Expenditure Responsibility Grants
2010 YEAR

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2010	Report Date Received
Aetna - Non-Profit Organization	05/01/2010	$135,100 00	Supporting the organizations activity in M A. Chof Ashkelon & M A. Emek & Additional 54 computer	$100,000	2.12.2010
Al-Taj for Health and Heritage	11/10/2011	$15,000 00	Supporting "Home Hospice" Project	$1,182	5.29.2011
Alexander Muss Institute for Israel Edu.	12/21/2010	$100,000 00	Supporting the 2011 organization Activities in Israel	$100,000	8.8.2011
American Friends of Beit Natan Inc.	11/30/2010	$20,000 00	Supporting "Together we will recover" project	$1,686	6.26 2011
American Friends of Ilan Inc.	12/21/2010	$15,000 00	Supporting the "Integration of disabled children in the community"		
American Friends of The Peres Institute	12/28/2010	$100,000 00	Supporting the 2011 activity of the Sderot-Yate Team		
American Israel Culture Center, Inc.	06/01/2010	$500,000 00	Supporting Organ Activities 2010-2011 (1st installment of 5)	$500,000	11.28.2011
American Society for Yad Vashem	12/21/2010	$100,000 00	Supporting the 2011 activity of the training program for teachers from the periphery	$37,918	4.28.2011
Association for Change In Education	12/21/2010	$121,099 00	30 Scholarships for single mothers (2 of 3)		
Association Topaz	07/12/2010	$38,000 00	Financing 1 yr salary for graduates follow up	$12,522	2.2.2011
Be-Atzmi	12/01/2010	$40,800 00	Supporting "Mifne" Program		
Beer Sheva Municipal Theatre	07/12/2010	$49,802 00	Supporting the dialogue through theatre-A unique co-existence program for Jewish & Bedouin child	$7,264	7.10.2011
Beit Zvi-School of Performing Arts	11/30/2010	$70,000 00	Participation in establishing a professional TV studio		
Chabad of Mumbai Relief Fund	04/01/2010	$18,000 00	Supporting the project of rebuilding the Chabad House in Mumbia		
E.L.E.M Youth In Distress, Inc.	11/30/2010	$40,000 00	Supporting the vocational training and mentoring program for youth		
Essence of Life	See Back-up Tab	$2,862,618 00	payments based on budget	$2,862,618	
Etgarim Association	06/01/2010	$13,333 00	Supporting integration program of disabled youth in the military	$13,333	5.21.2010
Fidel Association	07/22/2010	$39,960 00	Financing an educational social mediator for elementary school for a year	$17,645	1.25.2011
Friends of Assaf Harofeh Medical Center	02/24/2010	$82,545 00	2nd payment for the Anson Scholarship program for excellence in Orthopedics	$82,545	2.5.2011
Friends of Ofanim	07/12/2010	$53,768 00	Operating science lab in the Negev settlement	$25,695	2.2.2011
Friends of Tel Aviv University	07/12/2010	$47,820 00	Supporting the "Access for all" program (1 yr tuition for 100 students)	$47,820	6 22.2011
Friends of Tel Aviv University	01/12/2010	$100,000 00	2nd year of supporting cancer research		
Greater Miami Jewish Federation	12/01/2010	$1,000,000 00	5 of 5 payments		501(c)(3) charities
Hagouda Lemaan Hakashish Eilat	12/28/2010	$37,694 00	Matching for the purpose of purchasing an accessible transport van		

STATEMENT D

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

Expenditure Responsibility Grants
2010 YEAR

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2010	Report Date Received
Hakol Chinuch	05/03/2010	$15,000 00	Supporting teach for Israel program in 2010		
Hapoel Tel-Aviv education & society LTD	12/28/2010	$85,000 00	Supporting the activity of 13 new football teams of children w/ special needs		
Hillel - The Right to Choose	12/28/2010	$54,500 00	Financing rent & maintenance of 3 bridge apartments		
Isra.l.s. The Israel A.L.S Research Asso	11/30/2010	$35,200 00	Establishing a multi disciplinary support system to newly diagnosed ALS patients		
Israel Rett Syndrome Center	11/30/2010	$26,968 00	Supporting the therapeutic program for sick people and their families		
Jerusalem Music Center	03/01/2010	$100,000 00	Supporting the Perelamn Program 2010	$100,000	2011
Jewish Funders Network	05/01/2010	$15,000 00	Membership Fee for 2010 TAFF, Israel	$15,000	
Kamoni Kamocha	11/30/2010	$41,620 00	Supporting social support group		
Latet Org.	01/19/2010	$100,000 00	Emergency aid to Haiti relief	$100,000	2010
Lema'anech Lemudaut	11/30/2010	$8,220 00	Supporting "Women's Health Program" Project		
Matan Your Way To Give	12/01/2010	$100,000 00	Special Grant		
Music Foundation Kfar Saba	11/30/2010	$29,955 00	Purchasing new instruments the String, Brass & Woodwind Orchestra in Kfar Saba elementary schools	$19,473	7.20.2011
PEF, Israel Endowment Funds	See Back-up tab	$747,247 00	See Back-up tab		501(c)(3) charities
Prisoner Rehabilitation Authority	11/10/2010	$23,040 00	3rd & last payment for Prep school for Rehabilitated women convicts	$8,541	10.2011
Ramla Arab Community Center	12/28/2010	$20,000 00	Supporting the senior citizens activity		
Ruach Tova	See Back-up tab	$1,183,156 00	payments based on budget	$1,183,156	
Sesame Workshop	09/01/2010	$100,000 00	Support in developing innovative & engaging educational content for children (3rd payment)		501(c)(3) charities
Shalhevet Association	12/28/2010	$13,650 00	Purchasing a new industrial dishwasher & oven		
Soccer for Peace	07/12/2010	$27,355 00	Purchase equipment for the new class room at Barkai Center	$27,355	11.29.2011
Special Olympics Israel	12/21/2010	$50,000 00	Supporting the organizations activities (Last Payment)		
Summit Institute In Israel LTD	11/30/2010	$50,000 00	Supporting the "Recruitment and training project for foster parents and placement of high risk c		
Grants to Individuals	01/10 - $[illegible] 08/10 - $100,000 10/10 - $150,000	$800,000 00	See Back-up tab	$800,000	
Tasfachin Association	07/12/2010	$28,745 00	Financing the educational staff salaries	$28,475	2.2.2011
The American Friends of Beit Issie Shapir	04/01/2010	$30,000 00	1st of 3 payments Supporting the national program for development of accessible playgrounds mod	$28,764	6.19.2011

STATEMENT D

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

Expenditure Responsibility Grants
2010 YEAR

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2010	Report Date Received
The Bernard M Bloomfield Science Museum	08/01/2010	$40,000 00	Supporting "Deep" - Exhibition showing 05/03/10-11/31/10	$40,000	12.28 2010
The Felicja Blumental Music Center Assoc	11/30/2010	$14,900 00	Supporting V-Day Israel - "The Vagina Monologues" Show		
The Haifa Learning Enhancement Center	11/30/2010	$30,000 00	Subsidizing treatments for 80 children's in need		
The Interdisciplinary Ctr Herzelia	8/2010	$750,000 00	3rd payment for the GMBA program Awareness Concept	$750,000	9.2011
The Interdisciplinary Ctr Herzelia	10/2010	$250,000 00	2nd payment for research and promotion of the communication awareness concept at the Shari Arison Awareness	$115,337	9 2011
The Israeli Children's Museum	11/30/2010	$90,000 00	Funding salaries for deaf guides in the "Invitation to silence" exhibition		
The Tel Aviv Foundation	7/2010 1,200,000$ 12/2010 1,000,000$	$2,200,000 00	4th & 5th payment for the conservatory building	$1,667,089	12.2010
The Tel Aviv Foundation	12/28/2010	$34,900 00	Supporting the extracurricular enrichment program at "Bialik-Rogozin Campus (Dance & Theater pro		
The Yuri Shtern Foundation	11/30/2010	$30,000 00	Supporting "The Yuri Shtern Holistic Center for Cancer Patients"		
University of Miami	12/01/2010	$100,000 00	Donation to U M		501(c)(3) charities
Veritgo Dance Association - Jerusalem	11/30/2010	$60,000 00	Subsidizing 10 shows in the periphery		
Weizmann Institute of Science	11/01/2010	$27,270 00	3rd & last payment out of three for supporting 1 camp class in the "Active Science Groups"		
Yuvalim Public Benefit Company LTD	11/30/2010	$35,000 00	Supporting the "Cultivating Academic Excellence and providing enrichment for underprivileged you	$9,355	8.21.2011
		$12,947,265			

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

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

Expenditure Responsibility Grants

2009 YEAR

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 09	Report Date Received	Notes	Amount Expended 2010	Report Date Received
African Refugees Development Center	12/09	$5,300	African Refugees Development Center	$3,557	4.15.2010	See note 1.	$1,743	4.15.2010
Alexander Muss Institute for Israel Edu.	03/09	$100,000	General Support	$100,000	10.22.2009	See note 1.		
America Israel Cultural Foundation	03/09	$250,000	Supporting the organization's activity in 2009-2010	$237,451	4.28.2010	See note 1.	$12,549	4 28.2010
American Associated Ben Gurion University	12/09	$113,939	Supporting The Youth Mathematics Forum			See note 1.	$48,599	2.13 2011
American Friends of Ilan	09/09	$10,000	Supporting the intergartion of disbaled children in the community			See note 1.	$10,000	14.10.2011
American Friends of Ilan	12/09	$23,100	Financing 2 therapeutic treatments at the day care center (2 of 5 Payments)			See note 1.	$23,100	3.29.2011
American Friends of Kav-Or, Inc.	12/09	$60,000	Supporting the Data Base and financing the making of 3 medical presentations			See note 1.	$60,000	6.15.2010
American Friends of Migdal Ohr	05/09	$18,000	Supporting 10 children for a year			See note 1.	$18,000	6.10.2011
American Friends of the Tel Aviv Museum	05/09	$1,000,000	3rd payment for the Tel Aviv Museum of Art	$1,000,000	10.7.2010	See note 1.		
American Friends of Yad Vashem	09/09	$100,000	3rd year supporting the training program for teachers	$38,053	4.18.2010	See note 1.	$61,947	4.18.2010

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 09	Report Date Received	Notes	Amount Expended	Report Date Received
Amuta El Manara	12/09	$32,800	Supporting the organization's activities to promote social awareness for the blind			See note 1	$32,800	07.08 2010
Amutat Al	12/09	$16,344	Financing the therapeutic horse riding lessons for disabled youth			See note 1.	$16,344	7 19.2010
Anonymous for Animal Rights	12/09	$24,300	Supporting the "National Education Projects for Youths"			See note 1	$24,300	1.27 2010
Atena Fund	03/09	$180,000	Financing 280 teacher kits	$180,000	9.29.2009	See note 1.		
Beit Noam	12/09	$20,500	Funding therapeutic groups for adolescents			See note 1	$20,500	7 1 2010
Eran Israel Association	01/09	$13,000	Emergency Aid - Supporting the emotional first aid hotline of the Israeli coalition for trauma	$13,000	2009	See note 1		
Essence of Life	01/09 - 02/09 - 03/09 - 09/09 - 11/09 - 12/09 -	$3,866,856	payments based on budjet	$3,866,856		See note 1.		
Etgarim Association	06/09	$13,333	Supporting the integrating program of disabled youth in the military (2 of 3 Payments)	$13,333	5.6.2010	See note 1.		
Friends of Tel Aviv University	12/09	$80,000	Supporting the mentoring programs for girls in distress			See note 1.	$57,636	7.28.2010
Givat Haviva Educational Foundation	12/09	$27,150	Face to Face - Dialogue meetings for Jewish and Arab youth			See note 1	$27,150	22.7.2010

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

	Date	Grant		Amount	Report Date		Amount	Report Date
Organization	Awarded	Amount	Grant Purpose	Expended 09	Received	Notes	Expended	Received
Greater Miami Jewish Federation	12/09	$1,000,000	4th of 5 Payments		501(c)(3) charities	See note 1.		
Hadassah the Woman's Zionist Organization	12/09	$46,620	Hadassah Medical Center			See note 1.	$20,377	12 30.2010
Hakfar Hayarok LTD	12/09	$40,100	Purchasing basic furniture for the boarding school			See note 1.	$40,100	7.15.2010
Hakol Chinuch	02/09	$5,000	General Support	$5,000	5.2.2010	See note 1		
Heznek Le'atid	12/09	$35,000	Supporting the Heznek Program in Meeir Shfaya boarding school			See note 1.	$35,000	8.30.2010
Israel Sinfonietta Beer	0.11	$9,065	Emergency Aid - Supporting a tribute conceart for the citizens of the south of Israel by Maestro...	$9,065	01.20.2009	See note 1.		
Israel Technion Society	11/09	$8,000	Engineers w/o borders	$8,000	5.11.2010	See note 1	$0	0
Lautman Foundation	03/09	$20,194	Supporting the "Zamarot" - Interservice principal training	$20,194	8.16.2009	See note 1.		
Magen David Adom in Israel	12/09	$40,000	Financing the printing of 3,000 manuals for the "Youth Volunteer Project"			See note 1.	$34,553	7 27 2010
Matan Your Way To Give	12/09	$100,000	Special Grant			See note 1.	$100,000	
Miami Jewish Film Festival	01/09	$2,500	Film Sponsorship			See note 1.	$2,500	

STATEMENT E

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 09	Report Date Received	Notes	Amount Expended	Report Date Received
Natal	01/09	$25,900	Emergency aid supporting therapy for individuals as a result of the fighting in Gaza	$25,900	4.22.2010	See note 1.		
PEF, Israel Endowment Funds	01/09, 05/09, 06/09 & 12/09	$1,116,194	See Attached Tab (Back-Up)		501(c)(3) charities	See note 1.		
Prisoner Rehabilitation Autority	06/09	$23,040	Second payment for preparatory school for rehabilitation for former woman convicts	$16,507	06.07.2010	See note 1	$6,533	2010
Rashi Foudation	12/09	$121,099	1 of 3 payment - 30 Scholarships for single mothers			See note 1.	$121,099	7.12.2010
Ruach Tova	02/09 - $320.000 07/09 - $100,000 09/09 - $175.000 12/09 - $70.000	$665,000	payments based on budjet	$665,000		See note 1.		
SELA	02/09	$29,549	Funding the operation costs of 3 gruops from elementary schools in "Hatikva Neighborhood" for a ...	$29,549	10.11.2009	See note 1.		
Sesame Workshop	12/09	$100,000	Supporting in developing innovative and engaging educational content for children (2nd payment)		501(c)(3) charities	See note 1	$100,000	
Shai Lakashish	12/09	$25,369	Purchasing equipment for a day care center of the elderly			See note 1		
Shoval	12/09	$12,007	Surgical equipment for the community dental clinic			See note 1	$12,007	8.29.2010
Special Olympics Israel	11/09	$50,000	Special Olympics Israel -2nd payment out of a 3 year pledge	$12,472	7.21.2010	See note 1.	$37,528	2011

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 09	Report Date Received	Notes	Amount Expended	Report Date Received
Grants to Invdividuals	01/09 - $150,000 02/09 - $100,000 04/09 - $100,000 05/09 - $100,000 07/09 - $100,000 08/09 - $100,000 11/09 - $50,000	$700,000	Grants to Invdividuals	$700,000		See note 1.		
Takim United Kibbutz Movement	12/09	$25,300	Supporting the "Parents Involved Program"			See note 1	$25,300	8 1 1010
Technoda-Madaad Non-Profit Assciation	12/09	$37,500	Supporting "The Young Inventor" Program			See note 1.	$37,500	12.9.2010
Tel Aviv Foundation	12/09	$600,000	Third payment for conservatory building	$255,422	4.20.2010	See note 1.	$344,578	12 2010
The Haifa Foudation North America, Inc.	12/09	$32,504	Building a new active playground			See note 1.	$32,504	9.2.2010
The Interdisciplinary Ctr Herzelia	12/09	$250,000	For research and promotion of the communication awareness concept at the Shari Anson Awareness ...	$158,923	10.10.2010	See note 1.	$91,077	10.2011
The Interdisciplinary Ctr Herzelia	12/09	$290,000	Train students to compete & participate in the global economy	$290,000	7.25.2010	See note 1		
The Israeli Center for Human Dignity	12/09	$30,000	Funding for teachers seminar "Regaining Teachers Authority"			See note 1	$10,000	1.12.2011
The Jaffa Institute	02/09	$12,285	Scholarships	$12,285	6.14.2009	See note 1		
The NA Conference on Ethiopian Jewry	12/09	$30,000	Supporting the intensive after school education program for Ethiopian children in Rishon Le Tzion			See note 1.	$30,000	6 30.2010

STATEMENT E

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 09	Report Date Received	Notes	Amount Expended	Report Date Received
The School of Arts Foudation	09/09	$77,500	Participation in the Renovation projects of the school's conservatory	$77,500	9/2009	See note 1		
University of Miami	11/09	$100,000	Donation to U M.		501(c)(3) charities	See note 1.		
Weizmann Institute of Science	12/09	$27,270	2nd of 3 payments supporting One Camp Class in the "Active science group"			See note 1.	$27,270	2010+
Wings of Krembo	12/09	$40,530	Financing the transportation for the Northern in Maayan Baruch			See note 1.	$29,431	6 29.2010
Yoqne'am Community Centers	12/09	$19,625	Supporting the "Bait Ham" after school program for children at risk			See note 1		
Zaka Israel Search and Rescue	01/09	$42,800	Emergency Aid-Sending a rescue team to Mumbai, India to assist with the work after terror attach..	$42,800		See note 1.		

		See note 1.
	$11,744,573	See note 1
TAFF Israel operation expenditure	$3,023,485	See note 1.
Building Renovation	$2,269,659	See note 1.
Building	$0	
	$17,037,717	

STATEMENT E

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

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

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

STATEMENT E

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.
TED ARISON FAMILY FOUNDATION USA, INC

Employer identification number (EIN) or
☒ 59-2128429

Number, street, and room or suite no If a P.O box, see instructions C/O SAFO, LLC
20900 NE 30TH AVENUE, SUITE 1015

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
AVENTURA, FL 33180

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

Telephone No. ▶ 305 891-0017 FAX No. ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 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	$ 606,355.
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	$ 606,355.
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)

- 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 TED ARISON FAMILY FOUNDATION USA, INC	Employer identification number (EIN) or ☒ 59-2128429
	Number, street, and room or suite no If a P.O box, see instructions. C/O SAFO, LLC 20900 NE 30TH AVENUE, #1015	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions. AVENTURA, FL 33180	

Enter the Return code for the return that this application is for (file a separate application for each return) 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 ▶ SAFO LLC
  Telephone No. ▶ 305 891-0017 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 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 THE TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER THIRD PARTY INFORMATION NECESSARY TO COMPLETE AN ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	**8a**	$ 606,355.
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**	$ 606,355.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**8c**	$ 0

Signature and Verification 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 ▶ Attorney Date ▶ 08/07/2012