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990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation MICKY AND MADELEINE ARISON FAMILY FOUNDATION C/O RICHARD KOHAN, AFO LLC		A Employer identification number 20-4822537
Number and street (or P.O. box number if mail is not delivered to street address) TWO ALHAMBRA PLAZA, SUITE 1040		B Telephone number (see instructions) (786) 270-3701
City or town, state, and ZIP code CORAL GABLES, FL 33134		C If exemption application is pending, check here ☐
G Check all that apply.	Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change ☐	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 42,603,629.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	897,387.	884,322.		ATCH 1
5a	Gross rents				
	b Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,102,042.			
	b Gross sales price for all assets on line 6a 7,635,947.				
7	Capital gain net income (from Part IV, line 2)		1,098,376.		
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) ATCH. 2	-11,641.	-11,641.		
12	Total. Add lines 1 through 11	1,987,788.	1,971,057.		
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	140,278.	140,278.		
17	Interest, ATCH. 4	998.	998.		
18	Taxes (attach schedule) (see instructions) ATCH. 5	13,442.	13,442.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH. 6	93,424.	93,424.		
24	Total operating and administrative expenses. Add lines 13 through 23	248,142.	248,142.		
25	Contributions, gifts, grants paid	2,503,000.			2,503,000.
26	Total expenses and disbursements. Add lines 24 and 25	2,751,142.	248,142.		2,503,000.
27	Subtract line 26 from line 12	-763,354.			
	a Excess of revenue over expenses and disbursements		1,722,915.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	783,763.	368,770.	369,543.	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U S and state government obligations (attach schedule) .				
	b Investments - corporate stock (attach schedule) ATCH 7	17,008,838.	16,875,523.	21,242,384.	
	c Investments - corporate bonds (attach schedule) ATCH 8	11,327,473.	11,307,931.	11,485,663.	
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule) ATCH 9	9,419,481.	9,313,093.	9,506,039.	
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	38,539,555.	37,865,317.	42,603,629.		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons .				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds . .	38,539,555.	37,865,317.		
	30 Total net assets or fund balances (see instructions)	38,539,555.	37,865,317.		
	31 Total liabilities and net assets/fund balances (see instructions)	38,539,555.	37,865,317.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	38,539,555.
2 Enter amount from Part I, line 27a	2	-763,354.
3 Other increases not included in line 2 (itemize) ▶ ATCH 10	3	77,207.
4 Add lines 1, 2, and 3	4	37,853,408.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	37,853,408.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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	1,098,376.	
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))
2011	2,462,944.	43,314,648.	0.056862
2010	1,944,512.	40,692,032.	0.047786
2009	2,275,938.	38,184,546.	0.059604
2008	265,000.	46,108,373.	0.005747
2007	2,307,175.	53,855,720.	0.042840
2 Total of line 1, column (d)			2 0.212839
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 0.042568
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 42,474,078.
5 Multiply line 4 by line 3			5 1,808,037.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 17,229.
7 Add lines 5 and 6			7 1,825,266.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 2,503,000.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	17,229.
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	17,229.
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	17,229.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	42,156.	
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	42,156.	
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	24,927.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 24,927. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ FL, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ RICHARD KOHAN, AFO LLC Telephone no ▶ 786-270-3710			
Located at ▶ TWO ALHAMBRA PLAZA, SUITE 1040 CORAL GABLES, FL ZIP+4 ▶ 33134				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012)	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 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** 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
ATCH 11		0	0	0

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

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

Total number of other employees paid over \$50,000 ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

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

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	41,616,074.
b	Average of monthly cash balances	1b	1,504,817.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	43,120,891.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	43,120,891.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	646,813.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	42,474,078.
6	Minimum investment return. Enter 5% of line 5	6	2,123,704.

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

1	Minimum investment return from Part X, line 6	1	2,123,704.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	17,229.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	17,229.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,106,475.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,106,475.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,106,475.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,503,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,503,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	17,229.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,485,771.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,106,475.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			2,141,226.	
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,503,000.				
a Applied to 2011, but not more than line 2a			2,141,226.	
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 2012 distributable amount				361,774.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012. (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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,744,701.
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 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Form 990-PF (2012)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATCH 12				
Total			▶ 3a	2,503,000.
b Approved for future payment				
Total			▶ 3b	

Form 990-PF (2012)

Enter gross amounts unless otherwise indicated

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

JSA

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

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ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME	886,585.	873,520.
INTEREST INCOME	10,802.	10,802.
TOTAL	<u>897,387.</u>	<u>884,322.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORTHERN TRUST #26-46807	1,423.	1,423.
NORTHERN TRUST #26-67948	1,226.	1,226.
AP EUROPE VII PRIVATE INVESTORS OFFSHORE	-14,486.	-14,486.
BLACKSTONE PARTNERS OFFSHORE, LTD	196.	196.
TOTALS	<u>-11,641.</u>	<u>-11,641.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT FEES	140,278.	140,278.
TOTALS	<u>140,278.</u>	<u>140,278.</u>

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST EXPENSE	998.	998.
TOTALS	<u>998.</u>	<u>998.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID	13,442.	13,442.
TOTALS	<u>13,442.</u>	<u>13,442.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GUGGENHEIM PLUS II LP	7,862.	7,862.
BLACKSTONE PARTNERS OFFSHORE	53,162.	53,162.
SILVER CREEK LOW VOL STRATEGY	15,842.	15,842.
COMPASS DIVERSIFIED HOLDINGS	166.	166.
JPM CHINA PRIVATE INVESTORS	16,392.	16,392.
TOTALS	<u>93,424.</u>	<u>93,424.</u>



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ALL M&M FDN ACCTS

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Security Description	Market Price Local	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset ID	Shares/Par	Risk Name	Income/Expense					
Equities								
Common Stock								
#REORG/AMERICA N GREETINGS CORP CASH MERGER 8/8/2013 CUSIP 026375105	16 890							
3M CO COM	620 000	United States	0 00	10,471 80	9,484 64	987 16	0 00	987 16
CUSIP 88579Y101	92 850							
3M CO COM	110 000	United States	0 00	10,213 50	9,678 49	535 01	0 00	535 01
CUSIP 88579Y101	92 850							
3M CO COM	995 000	United States	0 00	92,385 75	77,399 66	14,986 09	0 00	14,986 09
ABBOTT LABORATORIES, COMMON STOCK, NO PAR	65 500							
CUSIP 002824100	2,510 000	United States	0 00	164,405 00	116,830 70	47,574 30	0 00	47,574 30
ABBOTT LABORATORIES, COMMON STOCK, NO PAR	65 500							
CUSIP 002824100	1,619 000	United States	0 00	106,044 50	86,854 50	19,190 00	0 00	19,190 00
ABM INDS INC COM	19 950							
CUSIP 000957100	530 000	United States	0 00	10,573 50	12,760 76	-2,187 26	0 00	-2,187 26
ADR ASTRAZENECA PLC SPONSORED ADR	47 270							
UNITED KINGDOM CUSIP 046353108	320 000	United Kingdom	0 00	15,126 40	14,177 60	948 80	0 00	948 80
ADR TELEFONICA BRASIL SA SPON ADR EA REPR 1 PFD SH	24 060							
CUSIP 87936R106	610 000	Brazil	0 00	14,676 60	18,437 25	-3,760 65	0 00	-3,760 65
ADR VODAFONE GROUP PLC NEW SPONSORED ADR	25 190							
CUSIP 92857W209	645 000	United Kingdom	327 67	16,247 55	17,957 13	-1,709 58	0 00	-1,709 58
AIR PRODUCTS AND CHEMICALS, INC. COMMON STOCK, \$1 PAR	84 020							
CUSIP 009158106	680 000	United States	435 20	57,133 60	44,533 20	12,600 40	0 00	12,600 40
ALEXION PHARMACEUTICAL S INC COM	93 810							
CUSIP 015351109	1,081 000	United States	0 00	101,408 61	40,222 11	61,186 50	0 00	61,186 50

^ Complete cost information not available

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Asset ID	Shares/Par Risk Name	Income/Expense						
Equities								
Common Stock								
ALLERGAN INC	91 730							
COM STOCK								
CUSIP 018490102	819 000 United States	0 00		75,128 87	87,948 44	7,178 43	0 00	7,178 43
AMAZON COM INC	251 140							
COM								
CUSIP 023135106	589 000 United States	0 00		147,921 46	44,629 14	103,292 32	0 00	103,292 32
AMERICAN	57 480							
EXPRESS CO ,								
COMMON STOCK,								
\$ 60/PAR								
CUSIP 025816109	1,840 000 United States	0 00		105,763 20	77,931 24	27,831 96	0 00	27,831 96
AMERICAN	35 300							
INTERNATIONAL								
GROUP INC COM								
CUSIP 026874784	4,400 000 United States	0 00		155,320 00	156,506 81	-1,186 81	0 00	-1,186 81
AMERICAN TOWER	77 270							
CORP								
CUSIP 03027X100	1,135 000 United States	0 00		87,701 45	58,042 46	29,658 99	0 00	29,658 99
APACHE CORP ,	78 500							
COMMON STOCK,								
\$1 25 PAR								
CUSIP 037411105	1,375 000 United States	0 00		107,937 50	115,042 41	-7,104 91	0 00	-7,104 91
APPLE INC COM	533 030							
STK								
CUSIP 037833100	847 000 United States	0 00		451,476 41	110,009 67	341,466 74	0 00	341,466 74
ATLANTIC	36 710							
TELE-NETWORK								
INC COM NEW								
CUSIP 049079205	160 000 United States	0 00		5,873 60	5,926 29	-52 69	0 00	-52 69
AUTOMATIC DATA	57 010							
PROCESSING INC								
COM								
CUSIP 053015103	500 000 United States	217 50		28,505 00	27,493 40	1,011 60	0 00	1,011 60
AVISTA CORP COM	24 110							
ISIN #								
US0537981070								
CUSIP 053798107	540 000 United States	0 00		13,019 40	13,697 10	-677 70	0 00	-677 70
BAXTER INTL INC	66 660							
COMMON STOCK								
CUSIP 071813109	1,455 000 United States	654 75		96,990 30	60,171 82	36,818 48	0 00	36,818 48
BECTON,	78 190							
DICKINSON AND								
CO , COMMON								
STOCK,\$1 PAR								
CUSIP 075887109	175 000 United States	0 00		13,683 25	13,370 79	312 46	0 00	312 46

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Asset ID	Shares/Par	Risk Name	Income/Expense					
Equities								
Common Stock								
BEMIS CO , INC , COMMON STOCK, \$10 PAR	33 480							
CUSIP 081437105	410 000	United States	0 00	13,718 60	13,207 46	511 14	0 00	511 14
BIOGEN IDEC INC COM STK	146 670							
CUSIP 09062X103	655 000	United States	0 00	96,068 85	68,083 65	27,985 20	0 00	27,985 20
BIOMARIN PHARMACEUTICAL INC COM ISIN	49 250							
CH0008107010								
CUSIP 09061G101	825 000	United States	0 00	40,631 25	33,016 42	7,614 83	0 00	7,614 83
BLACKROCK INC COM STK	206 710							
CUSIP 09247X101	115 000	United States	0 00	23,771 65	21,681 44	2,090 21	0 00	2,090 21
BOB EVANS FARMS INC COM	40 200							
CUSIP 096761101	440 000	United States	0 00	17,688 00	16,592 62	1,095 38	0 00	1,095 38
BOEING CO COM	75 360							
CUSIP 097023105	960 000	United States	0 00	72,345 60	52,778 32	19,567 28	0 00	19,567 28
BOSTON SCIENTIFIC CORP COM	5 730							
CUSIP 101137107	10,960 000	United States	0 00	62,800 80	65,351 21	-2,550 41	0 00	-2,550 41
BRISTOL MYERS SQUIBB CO COMMON STOCK	32 590							
CUSIP 110122108	1,473 000	United States	0 00	48,005 07	50,401 94	-2,396 87	0 00	-2,396 87
CA INC COM	21 980							
CUSIP 12673P105	\$40 000	United States	0 00	11,869 20	14,186 69	-2,317 49	0 00	-2,317 49
GELGENE CORP COM	78 720							
CUSIP 151020104	1,562 000	United States	0 00	122,960 64	83,301 79	39,658 85	0 00	39,658 85
GERNER CORP COM	77 640							
CUSIP 156782104	690 000	United States	0 00	53,571 60	20,872 66	32,698 94	0 00	32,698 94
CHEVRON CORP COM	108 140							
CUSIP 166764100	200 000	United States	0 00	21,628 00	21,097 00	531 00	0 00	531 00
CHIPOTLE MEXICAN GRILL INC COM STK	287 460							
CUSIP 169656105	119 000	United States	0 00	35,397 74	29,837 60	5,560 14	0 00	5,560 14

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Security Description	Market Price Local	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset ID	Shares/Par Risk Name	Income/Expense						
Equities								
Common Stock								
CHUBB CORP, COMMON STOCK, \$1 PAR	75 320							
CUSIP 171232101	1,500 000 United States	615 00		112,980 00	83,399 57	29,580 43	0 00	29,580 43
CHUBB CORP, COMMON STOCK, \$1 PAR	75 320							
CUSIP 171232101	230 000 United States	94 30		17,323 60	15,812 57	1,511 03	0 00	1,511 03
CISCO SYSTEMS INC COMMON STOCK	19 650							
CUSIP 17275R102	5,407 000 United States	0 00		106,247 55	112,423 10	-6,175 55	0 00	-6,175 55
CITIGROUP INC COM NEW COM NEW	39 560							
CUSIP 172967424	4,145 000 United States	0 00		163,976 20	138,338 41	25,637 79	0 00	25,637 79
CITRIX SYS INC COMMON STOCK	65 750							
CUSIP 177376100	1,586 000 United States	0 00		104,279 50	75,316 37	28,963 13	0 00	28,963 13
CME GROUP INC COM STK	50 710							
CUSIP 12572Q105	275 000 United States	0 00		13,945 25	15,076 87	-1,131 62	0 00	-1,131 62
COACH INC COM	55 510							
CUSIP 189754104	1,056 000 United States	0 00		58,618 56	54,916 70	3,701 86	0 00	3,701 86
COMCAST CORP NEW-CL A	37 380							
CUSIP 20030N101	2,525 000 United States	410 31		94,384 50	65,890 12	28,494 38	0 00	28,494 38
COMMERCE BANCSHARES, INC, COMMON STOCK, \$10 PAR	35 060							
CUSIP 200525103	273 000 United States	0 00		9,571 38	10,462 24	-890 86	0 00	-890 86
COMPASS DIVERSIFIED HOLDINGS FORMERLY CONAGRA FOODS INC	14 710							
CUSIP 205887102	3,960 000 United States	0 00		116,820 00	93,928 80	22,891 20	0 00	22,891 20
CONOCOPHILLIPS COM	57 990							
CUSIP 20451Q104	500 000 United States	0 00		7,355 00	7,357 45	-2 45	0 00	-2 45
CORNING INC COMMON STOCK	29 500							
CUSIP 20825C104	250 000 United States	0 00		14,497 50	14,242 76	254 74	0 00	254 74
CORNING INC COMMON STOCK	12 620							
CUSIP 219350105	910 000 United States	0 00		11,484 20	11,549 61	-65 41	0 00	-65 41

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Asset ID	Shares/Par Risk Name	Income/Expense						
Equities								
Common Stock								
COSTCO	98 770							
WHOLESALE CORP								
NEW COM								
CUSIP 22160K105	877 000 United States	0 00		86,621.29	41,233.51	45,387.78	0.00	45,387.78
COVIDIEN PLC	57 740							
USD0 20(POST								
CONSOLIDATION)								
CUSIP G2554F113	1,110 000 United States	0 00		64,091.40	43,837.54	20,253.86	0.00	20,253.86
CUMMINS INC	108 350							
CUSIP 231021106	594 000 United States	0 00		64,359.90	27,675.68	36,684.22	0.00	36,684.22
DANAHER CORP	55 900							
COMMON STOCK								
\$ 01 PAR								
CUSIP 235851102	1,889 000 United States	0 00		105,595.10	69,883.55	35,711.55	0.00	35,711.55
DARDEN	45 070							
RESTAURANTS INC								
COM								
CUSIP 237194105	300 000 United States	0 00		13,521.00	15,095.82	-1,574.82	0.00	-1,574.82
DEERE & CO.	86 420							
COMMON STOCK,								
\$1 PAR								
CUSIP 244199105	684 000 United States	314.64		59,111.28	42,894.26	16,217.02	0.00	16,217.02
DEVON ENERGY	52 040							
CORP NEW COM								
CUSIP 25179M103	2,165 000 United States	0 00		112,666.60	128,669.58	-16,022.98	0.00	-16,022.98
DICKS SPORTING	45 490							
GOODS INC								
OC-COM								
CUSIP 253393102	869 000 United States	0 00		39,530.81	30,625.33	8,905.48	0.00	8,905.48
DIGITAL RLTY TR	67 890							
INC COM								
CUSIP 253868103	956 000 United States	527.06		64,902.84	65,813.19	-910.35	0.00	-910.35
DIRECTV COM	50 160							
CUSIP 25490A309	1,250 000 United States	0 00		62,700.00	58,870.30	3,829.70	0.00	3,829.70
DOLLAR TREE INC	40 560							
COM STK								
CUSIP 256746108	809 000 United States	0 00		32,813.04	31,077.20	1,735.84	0.00	1,735.84
DOVER CORP.	65 710							
COMMON STOCK								
\$1 PAR								
CUSIP 260003108	1,690 000 United States	0 00		111,049.90	72,720.53	38,329.37	0.00	38,329.37
DR PEPPER	44 180							
SNAPPLE GROUP								
INC COM STK								
CUSIP 26138E109	360 000 United States	122.40		15,904.80	14,065.49	1,839.31	0.00	1,839.31

^ Complete cost information not available

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Asset ID	Shares/Par	Risk Name	Income/Expense					
Equities								
Common Stock								
DU PONT E I DE	44 970							
NEMOURS & CO								
COM STK								
CUSIP 263534109	2,094,000	United States	0.00	94,167.18	94,856.95	-689.77	0.00	-689.77
EDWARDS	90 170							
LIFESCIENCES								
CORP COM								
CUSIP 28178E108	604,000	United States	0.00	54,462.68	52,570.43	1,892.25	0.00	1,892.25
EMC CORP COM	25 300							
CUSIP 268648102	4,675,000	United States	0.00	118,277.50	89,989.95	28,287.55	0.00	28,287.55
EMERSON	52 960							
ELECTRIC CO COM								
CUSIP 291011104	295,000	United States	0.00	15,623.20	14,913.08	710.12	0.00	710.12
ENERGY CORP	63 750							
NEW COMMON								
STOCK								
CUSIP 29364G103	150,000	United States	0.00	9,562.50	10,002.75	-440.25	0.00	-440.25
EOG RESOURCES	120 790							
INC COM								
CUSIP 26875P101	1,310,000	United States	0.00	158,234.90	131,329.71	26,905.19	0.00	26,905.19
ESTEE LAUDER	59 860							
COMPANIES INC CL								
A USD0 01								
CUSIP 518439104	1,372,000	United States	0.00	82,127.92	67,090.74	15,037.18	0.00	15,037.18
EXPRESS SCRIPTS	54 000							
HLDG CO COM								
CUSIP 30219G108	1,332,000	United States	0.00	71,928.00	73,505.59	-1,577.59	0.00	-1,577.59
EXXON MOBIL	86 550							
CORP COM								
CUSIP 30231G102	310,000	United States	0.00	26,830.50	18,271.40	8,559.10	0.00	8,559.10
F5 NETWORKS INC	97 150							
COM STK								
CUSIP 315616102	1,029,000	United States	0.00	99,967.35	98,182.36	1,784.99	0.00	1,784.99
GENERAL	69 270							
DYNAMICS CORP								
COMMON STOCK,								
\$1 PAR								
CUSIP 369550108	230,000	United States	0.00	15,932.10	15,958.99	-26.89	0.00	-26.89
GENERAL MILLS	40 410							
INC COM								
CUSIP 370334104	2,365,000	United States	0.00	95,569.65	83,070.62	12,499.03	0.00	12,499.03
GENERAL MILLS	40 410							
INC COM								
CUSIP 370334104	690,000	United States	0.00	27,882.90	26,944.09	938.81	0.00	938.81

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Asset ID	Shares/Par	Risk Name	Income/Expense					
Equities								
Common Stock								
GENUINE PARTS CO COM	63 580							
CUSIP 372460105	165 000	United States	81 67	10,490 70	10,247 58	243 12	0 00	243 12
GEO GROUP INC	28 200							
COM STK								
CUSIP 36159R103	220 200	United States	0 00	6,209 64	6,558 89	-349 25	0 00	-349 25
GILEAD SCIENCES INC	73 450							
CUSIP 375558103	423 000	United States	0 00	31,069 35	30,544 24	525 11	0 00	525 11
GOOGLE INC CL A	709 370							
CUSIP 38259P508	415 000	United States	0 00	294,388 55	207,877 75	86,510 80	0 00	86,510 80
GRAINGER, W. W., INC., COMMON STOCK, \$1 PAR	202 370							
CUSIP 384802104	320 000	United States	0 00	64,758 40	58,324 96	6,433 44	0 00	6,433 44
HARTFORD FINL SVCS GROUP INC	22 440							
COM								
CUSIP 416515104	7,280 000	United States	728 00	163,363 20	154,296 55	9,066 65	0 00	9,066 65
HASBRO INC COM	35 900							
CUSIP 418056107	500 000	United States	0 00	17,950 00	18,141 16	-191 16	0 00	-191 16
HILLENBRAND INC	22 610							
COM STK								
CUSIP 431571108	730 000	United States	0 00	16,505 30	16,753 43	-248 13	0 00	-248 13
HOLLYFRONTIER CORP COM	46 550							
CUSIP 436106108	700 000	United States	0 00	32,585 00	26,723 64	5,861 36	0 00	5,861 36
HOME DEPOT INC, COMMON STOCK, \$ 05 PAR	61 850							
CUSIP 437076102	1,361 000	United States	0 00	84,177 85	63,988 80	20,189 05	0 00	20,189 05
ILLINOIS TOOL WKS INC COM	60 810							
CUSIP 452308109	1,845 000	United States	701 10	112,194 45	81,710 99	30,483 46	0 00	30,483 46
INTEL CORP COM	20 630							
CUSIP 458140100	1,150 000	United States	0 00	23,724 50	31,906 75	-8,182 25	0 00	-8,182 25
INTERCONTINENTA LEXCHANGE INC COM	123 810							
CUSIP 45865V100	532 000	United States	0 00	65,866 92	55,722 54	10,144 38	0 00	10,144 38
INTERNATIONAL BUSINESS MACHS CORP COM	191 550							
CUSIP 459200101	606 000	United States	0 00	116,079 30	51,278 97	64,800 33	0 00	64,800 33

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Asset ID	Shares/Par Risk Name	Income/Expense						
Equities								
Common Stock								
INTERNATIONAL BUSINESS MACHS CORP COM	191 550							
CUSIP 459200101	490 000 United States	0 00		93,859 50	80,373 07	13,486 43	0 00	13,486 43
INTUITIVE SURGICAL INC COM	490 370							
NEW STK								
CUSIP 461205602	282 000 United States	0 00		138,284 34	84,264 90	54,019 44	0 00	54,019 44
IRON MTN INC COM	31 050							
STK								
CUSIP 462846106	468 000 United States	126 36		14,531 40	13,932 68	598 72	0 00	598 72
J2 GLOBAL INC COM	30 580							
CUSIP 48123V102	315 000 United States	0 00		9,632 70	8,662 83	969 87	0 00	969 87
JOHNSON & JOHNSON COM	70 100							
USD1								
CUSIP 478160104	1,735 000 United States	0 00		121,623 50	103,544 80	18,078 70	0 00	18,078 70
JOHNSON & JOHNSON COM	70 100							
USD1								
CUSIP 478160104	250 000 United States	0 00		17,525 00	16,351 25	1,173 75	0 00	1,173 75
JPMORGAN CHASE & CO COM	43 970							
CUSIP 46625H100	3,731 000 United States	0 00		164,052 07	140,909 58	23,142 49	0 00	23,142 49
JUNIPER NETWORKS INC	19 670							
COM								
CUSIP 48203R104	2,495 000 United States	0 00		49,076 65	44,953 52	4,123 13	0 00	4,123 13
KANSAS CITY SOUTHN	83 480							
CUSIP 485170302	1,373 000 United States	0 00		114,618 04	49,418 72	65,199 32	0 00	65,199 32
KIMBERLY-CLARK CORP COMMON	84 430							
STOCK \$5 PAR								
CUSIP 494368103	320 000 United States	236 80		27,017 60	23,604 13	3,413 47	0 00	3,413 47
KIMBERLY-CLARK CORP COMMON	84 430							
STOCK \$5 PAR								
CUSIP 494368103	1,510 000 United States	1,117 40		127,489 30	104,262 21	23,227 09	0 00	23,227 09
KOHL'S CORP	42 980							
COMMON STOCK								
CUSIP 500255104	370 000 United States	0 00		15,902 60	18,115 56	-2,212 96	0 00	-2,212 96
LINEAR TECH CORP DEL	34 300							
CUSIP 535678106	1,390 000 United States	0 00		47,677 00	42,482 84	5,194 16	0 00	5,194 16

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Asset ID	Shares/Par	Risk Name	Income/Expense			- Market	- Translation	- Total
Equities								
Common Stock								
LOCKHEED MARTIN CORP COM	92 290							
CUSIP 539830109	210 000 United States		0 00	19,380.90	18,698.97	681.93	0.00	681.93
MASTERCARD INC CL A	491 280							
CUSIP 57636Q104	295 000 United States		0 00	144,927.60	112,121.34	32,806.26	0.00	32,806.26
MC DONALDS CORP COMMON STOCK, NO PAR	88 210							
CUSIP 580135101	1,085 000 United States		0 00	95,707.85	72,208.75	23,501.10	0.00	23,501.10
MC DONALDS CORP COMMON STOCK, NO PAR	88 210							
CUSIP 580135101	1,094 000 United States		0 00	96,501.74	55,009.98	41,491.76	0.00	41,491.76
MEDTRONIC, INC, COMMON STOCK, \$ 10 PAR	41 020							
CUSIP 585055106	420 000 United States		0 00	17,228.40	16,475.96	752.44	0.00	752.44
MEDTRONIC, INC, COMMON STOCK, \$ 10 PAR	41 020							
CUSIP 585055106	3,880 000 United States		0 00	159,157.60	153,958.40	5,199.20	0.00	5,199.20
MERCK & CO INC NEW COM	40 940							
CUSIP 58933Y105	2,615 000 United States		1,124.45	107,058.10	82,424.80	24,633.30	0.00	24,633.30
MICHAEL KORS HOLDINGS LTD	51 030							
COM NPV								
CUSIP G60754101	1,234 000 United States		0 00	62,971.02	64,925.01	-1,953.99	0.00	-1,953.99
MICROSOFT CORP COM	26 730							
CUSIP 594918104	4,400 000 United States		0 00	117,612.00	113,124.00	4,488.00	0.00	4,488.00
MICROSOFT CORP COM	26 730							
CUSIP 594918104	480 000 United States		0 00	12,830.40	15,351.60	-2,521.20	0.00	-2,521.20
MLP AMERICAS PARTNERS L P UNIT LTD	38 740							
PARTNERSHIP INT								
CUSIP 030975106	290 000 United States		0 00	11,234.60	11,832.62	-598.02	0.00	-598.02
MLP BREITBURN ENERGY	18 470							
PARTNERS L P COM UNIT LTD								
CUSIP 106776107	1,130 000 United States		0 00	20,871.10	21,290.78	-419.68	0.00	-419.68

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Asset ID	Shares/Par Risk Name	Income/Expense						
Equities								
Common Stock								
MLP	37 970							
TRANSMONTAIGNE								
PARTNERS L P								
COM UNITREPTG								
CUSIP 89376V100	175 000 United States	0 00		6,644 75	5,661 28	983 47	0 00	983 47
MOLSON COORS	42 790							
BREWING CO CL B								
CL B								
CUSIP 60871R209	345 000 United States	0 00		14,762 55	15,031 97	-269 42	0 00	-269 42
MONSANTO CO	94 650							
NEW COM								
CUSIP 61166W101	1,188 000 United States	0 00		112,444 20	85,809 01	26,635 19	0 00	26,635 19
NATIONAL	14 130							
CINEMEDIA INC								
COM								
CUSIP 635309107	800 000 United States	0 00		11,304 00	11,922 66	-618 66	0 00	-618 66
NATIONAL FUEL	50 690							
GAS CO , COMMON								
STOCK, \$10 PAR								
CUSIP 636180101	220 000 United States	0 00		11,151 80	10,804 63	347 17	0 00	347 17
NATIONAL OILWELL	68 350							
VARCO COM STK								
CUSIP 637071101	1,414 000 United States	0 00		96,646 90	41,866 55	54,780 35	0 00	54,780 35
NIKE INC CL B CL B	51 600							
CUSIP 654106103	1,712 000 United States	0 00		88,339 20	40,480 68	47,858 52	0 00	47,858 52
NIKE INC CL B CL B	51 600							
CUSIP 654106103	1,410 000 United States	0 00		72,756 00	57,311 13	15,444 87	0 00	15,444 87
NOBLE ENERGY	101 740							
INC COM								
CUSIP 655044105	878 000 United States	0 00		89,327 72	83,592 05	5,735 67	0 00	5,735 67
NORFOLK SOUTHN	61 840							
CORP COM								
CUSIP 655844108	340 000 United States	0 00		21,025 60	22,212 23	-1,186 63	0 00	-1,186 63
NUCOR CORP	43 180							
COMMON STOCK,								
\$ 40 PAR								
CUSIP 670346105	370 000 United States	135 97		15,976 60	15,633 80	342 80	0 00	342 80
OCCIDENTAL	76 610							
PETROLEUM CORP								
CUSIP 674599105	150 000 United States	0 00		11,491 50	11,605 16	-113 66	0 00	-113 66
OCCIDENTAL	76 610							
PETROLEUM CORP								
CUSIP 674599105	2,420 000 United States	0 00		185,396 20	191,113 30	-5,717 10	0 00	-5,717 10

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Asset ID	Shares/Par	Risk Name	Income/Expense					
Equities								
Common Stock								
ONEBEACON	13 900							
INSURANCE								
GROUP LTD COM								
STK USD0.01								
CUSIP G67742109	400 000 United States		0 00	5,560 00	5,497 39	62 61	0 00	62 61
OWENS & MINOR	28 510							
INC NEW COM								
CUSIP 690732102	465 000 United States		0 00	13,257 15	14,073 08	-815 93	0 00	-815 93
PANERA BREAD CO	158 830							
CL A								
CUSIP 69840W108	341 000 United States		0 00	54,161 03	47,055 00	7,106 03	0 00	7,106 03
PARKER-HANNIFIN	85 060							
CORP , COMMON								
STOCK, NO PAR								
CUSIP 701094104	1,120 000 United States		0 00	95,267 20	65,551 81	29,715 39	0 00	29,715 39
PARTNERRE	80 490							
HOLDING LTD COM								
STK								
CUSIP G6852T105	230 000 United States		0 00	18,512 70	15,594 92	2,927 78	0 00	2,927 78
PAYCHEX INC ,	31 140							
COMMON STOCK								
CUSIP 704326107	350 000 United States		0 00	10,899 00	11,061 68	-162 68	0 00	-162 68
PEPSICO INC COM	68 430							
CUSIP 713448108	310 000 United States		166 62	21,213 30	20,376 61	836 69	0 00	836 69
PEPSICO INC COM	68 430							
CUSIP 713448108	1,930 000 United States		1,037 37	132,069 90	120,219 13	11,850 77	0 00	11,850 77
PEPSICO INC COM	68 430							
CUSIP 713448108	1,740 000 United States		935 25	119,068 20	109,147 52	9,920 68	0 00	9,920 68
PERRIGO CO COM	104 030							
CUSIP 714290103	646 000 United States		0 00	67,203 38	61,348 66	5,854 72	0 00	5,854 72
PFIZER INC COM	25 080							
CUSIP 717081103	6,400 000 United States		0 00	160,512 00	96,192 00	64,320 00	0 00	64,320 00
PFIZER INC COM	25 080							
CUSIP 717081103	770 000 United States		0 00	19,311 60	17,197 57	2,114 03	0 00	2,114 03
PNC FINANCIAL	58 310							
SERVICES GROUP								
COM STK								
CUSIP 693475105	240 000 United States		0 00	13,994 40	15,179 88	-1,185 48	0 00	-1,185 48
PNC FINANCIAL	58 310							
SERVICES GROUP								
COM STK								
CUSIP 693475105	1,960 000 United States		0 00	114,287 60	108,857 69	5,429 91	0 00	5,429 91

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Asset ID	Shares/Par	Risk Name	Income/Expense			- Market	- Translation	- Total
Equities								
Common Stock								
PPG INDUSTRIES INC. COMMON STOCK, \$1 66 2/3 PAR	135 350							
CUSIP 693506107		565 000 United States	0 00	76,472 75	49,842 07	26,630 68	0 00	26,630 68
PRECISION CASTPARTS CORP COM	189 420							
CUSIP 740189105		495 000 United States	0 00	93,762 90	61,956 15	31,806 75	0 00	31,806 75
PRICELINE COM INC COM NEW STK	621 200							
CUSIP 741503403		159 000 United States	0 00	98,770 80	68,226 40	30,544 40	0 00	30,544 40
PROCTER & GAMBLE COM NPV	67 890							
CUSIP 742718109		230 000 United States	0 00	15,614 70	15,384 79	229 91	0 00	229 91
PROCTER & GAMBLE COM NPV	67 890							
CUSIP 742718109		2,150 000 United States	0 00	145,963 50	130,376 00	15,587 50	0 00	15,587 50
PROGRESSIVE CORP, OHIO, COMMON STOCK, \$1 PAR	21 100							
CUSIP 743315103		2,580 000 United States	0 00	54,438 00	55,085 32	-647 32	0 00	-647 32
PRUDENTIAL FINL INC COM	53 330							
CUSIP 744320102		1,910 000 United States	0 00	101,860 30	101,431 86	428 44	0 00	428 44
QUALCOMM INC COM	62 020							
CUSIP 747525103		2,340 000 United States	0 00	145,126 80	97,426 60	47,700 20	0 00	47,700 20
QUEST DIAGNOSTICS INC COM	58 270							
CUSIP 74834L100		1,370 000 United States	0 00	79,829 90	69,229 83	10,600 07	0 00	10,600 07
RAYTHEON CO USD0 01	57 560							
CUSIP 755111507		270 000 United States	135 00	15,541 20	14,164 44	1,376 76	0 00	1,376 76
RED HAT INC COM	52 960							
CUSIP 756577102		1,335 000 United States	0 00	70,701 60	43,124 57	27,577 03	0 00	27,577 03
REGAL ENTMT GROUP CL A CL A	13 950							
CUSIP 758766109		860 000 United States	0 00	11,997 00	11,577 66	419 34	0 00	419 34
REPUBLIC SVCS INC COM	29 330							
CUSIP 760759100		510 000 United States	119 85	14,958 30	15,129 35	-171 05	0 00	-171 05

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Asset ID	Shares/Par Risk Name	Income/Expense						
Equities								
Common Stock								
SABRA HEALTH CARE REIT INC COM	21 720							
CUSIP 78573L106	880 000 United States	0 00	19,113 60	14,206 63	4,906 97	0 00		4,906 97
SAFETY INS GROUP INC COM	46 170							
CUSIP 78648T100	250 000 United States	0 00	11,542 50	10,397 10	1,145 40	0 00		1,145 40
SALESFORCE COM INC COM STK	168 100							
CUSIP 79466L302	627 000 United States	0 00	105,399 70	54,609 72	50,788 98	0 00		50,788 98
SCHLUMBERGER LTD COM COM	69 290							
CUSIP 806857108	1,581 000 United States	434 77	109,547 49	88,309 78	21,237 71	0 00		21,237 71
SCHWAB CHARLES CORP COMMON STOCK NEW	14 360							
CUSIP 808513105	5,790 000 United States	0 00	83,144 40	75,366 31	7,778 09	0 00		7,778 09
STARBUCKS CORP COM	53 620							
CUSIP 855244109	2,145 000 United States	0 00	115,014 90	53,221 80	61,793 10	0 00		61,793 10
STERICYCLE INC COM	93 270							
CUSIP 858912108	780 000 United States	0 00	72,750 60	64,384 92	8,365 68	0 00		8,365 68
SYSCO CORP COMMON STOCK, \$1 PAR	31 660							
CUSIP 871829107	740 000 United States	0 00	23,428 40	21,954 84	1,473 56	0 00		1,473 56
COMMON STOCK, \$1 PAR	31 660							
CUSIP 871829107	2,995 000 United States	0 00	94,821 70	85,732 77	9,088 93	0 00		9,088 93
TARGET CORP COM STK	59 170							
CUSIP 87612E106	340 000 United States	0 00	20,117 80	19,656 05	461 75	0 00		461 75
TERADATA CORP DEL COM STK	61 890							
CUSIP 88076W103	1,258 000 United States	0 00	77,857 62	57,414 48	20,443 14	0 00		20,443 14
THOMSON REUTERS	29 060							
CUSIP 884903105	680 000 Canada	0 00	19,760 80	19,712 65	48 15	0 00		48 15
TJX COS INC COMMON NEW	42 450							
CUSIP 872540109	2,275 000 United States	0 00	96,573 75	96,020 76	552 99	0 00		552 99
TRACTOR SUPPLY CO COM	88 360							
CUSIP 892356106	901 000 United States	0 00	79,612 36	75,316 41	4,295 95	0 00		4,295 95

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Asset ID	Shares/Par Risk Name	Income/Expense						
Equities								
Common Stock								
TRAVELERS COS INC COM STK	71 820							
CUSIP 89417E109	495 000 United States	0 00		35,550 90	23,735 25	11,815 65	0 00	11,815 65
TRIMBLE NAV LTD COM	59 780							
CUSIP 896239100	1,390 000 United States	0 00		83,094 20	54,282 34	28,811 86	0 00	28,811 86
ULTA SALON COSMETICS & FRAGRANCE INC COMSTK	98 260							
CUSIP 903845303	518 000 United States	0 00		50,898 68	46,061 42	4,837 26	0 00	4,837 26
UNITED PARCEL SVC INC CL B	73 730							
CUSIP 911312106	300 000 United States	0 00		22,119 00	23,775 63	-1,656 63	0 00	-1,656 63
UNITED TECHNOLOGIES CORP COM	82 010							
CUSIP 913017109	2,120 000 United States	0 00		173,861 20	138,478 40	35,382 80	0 00	35,382 80
UNIS ENERGY CORP COM	42 420							
CUSIP 903119105	530 000 United States	0 00		22,482 60	19,274 23	3,208 37	0 00	3,208 37
US BANCORP	31 940							
CUSIP 902973304	360 000 United States	46 80		11,498 40	11,354 41	143 99	0 00	143 99
V F CORP COMMON STOCK, NO PAR	150 970							
CUSIP 918204108	710 000 United States	0 00		107,188 70	105,070 64	2,118 06	0 00	2,118 06
VERIZON COMMUNICATIONS COM	43 270							
CUSIP 92343V104	2,558 000 United States	0 00		110,684 66	111,918 69	-1,234 03	0 00	-1,234 03
VERIZON COMMUNICATIONS COM	43 270							
CUSIP 92343V104	470 000 United States	0 00		20,336 90	17,740 15	2,596 75	0 00	2,596 75
WALGREEN CO COMMON STOCK, \$125 PAR	37 010							
CUSIP 931422109	545 000 United States	0 00		20,170 45	18,295 37	1,875 08	0 00	1,875 08
WAL-MART STORES, INC COMMON STOCK, \$10 PAR	68 230							
CUSIP 931142103	220 000 United States	0 00		15,010 60	13,359 96	1,650 64	0 00	1,650 64
WALT DISNEY CO	49 790							
CUSIP 254687106	2,185 000 United States	0 00		108,791 15	62,045 61	46,745 54	0 00	46,745 54

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Asset ID	Shares/Par Risk Name	Income/Expense				- Market	- Translation	- Total
Equities								
Common Stock								
WALT DISNEY CO	49 790							
CUSIP 254687106	2,520 000 United States	0 00		125,470 80	94,547 97	30,922 83	0 00	30,922 83
WASTE MGMT INC	33 740							
DEL COM STK								
CUSIP 94106L109	465 000 United States	0 00		15,689 10	16,128 85	-439 75	0 00	-439 75
WELLS FARGO &	34 180							
CO NEW COM STK								
CUSIP 949746101	3,215 000 United States	0 00		109,888 70	88,903 16	20,985 54	0 00	20,985 54
WHOLE FOODS	91 330							
MKT INC COM								
CUSIP 966837106	1,230 000 United States	0 00		112,335 90	44,703 12	67,632 78	0 00	67,632 78
Total Common Stock			10,846 24	12,470,892 79	9,749,092 02	2,721,800 77	0 00	2,721,800 77
Funds - Common Stock								
MFO DODGE & COX	34 640							
INTERNATIONAL								
STOCK FUND								
CUSIP 256206103	111,676 920 International	0 00		3,868,488 50	3,203,184 17	665,304 33	0 00	665,304 33
MFO JPMORGAN	22 120							
TRI US LARGE CAP								
CORE PLUSFD								
SELECT CL								
CUSIP 4812A2389	52,840 250 United States	0 00		1,168,828 33	978,921 92	189,904 41	0 00	189,904 41
MFO MANAGERS	14 870							
AMG FDS								
TIMESQUARE MID								
CAPGROWTH FD								
CUSIP 561709833	90,161 840 United States	0 00		1,340,706 56	1,159,097 87	181,608 69	0 00	181,608 69
MFO MATTHEWS	24 420							
INTL FDS PAC								
TIGER FD INV CL								
CUSIP 577130107	58,883 130 Asia Region	0 00		1,437,926 03	887,740 14	550,185 89	0 00	550,185 89
MFO ROWE T	16 810							
PRICE								
INTERNATIONAL								
FUNDS INCNEW								
CUSIP 77956H500	38,449 000 Asia Region	0 00		646,327 69	611,306 31	35,021 38	0 00	35,021 38
Total Funds - Common Stock			0 00	8,462,275 11	6,840,250 41	1,622,024 70	0 00	1,622,024 70
Funds - Equities ETF								
MFC VANGUARD	44 530							
FTSE EMERGING								
MKTS ETF								
CUSIP 922042858	6,944 000 Emerging Markets	0 00		309,216 32	286,180 99	23,035 33	0 00	23,035 33

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Asset ID	Shares/Par Risk Name	Risk Name	Income/Expense			- Market	- Translation	- Total
Equities								
Total Funds - Equities ETF								
			0 00	309,216 32	286,180 99	23,035 33	0 00	23,035 33
Total Equities								
			10,846 24	21,242,384 22	16,875,523 42	4,366,860 80	0 00	4,366,860 80

^ Complete cost information not available.

*Generated by Northern Trust on 28 Oct 13



Northern Trust

Portfolio Value

As of 31 DEC 12

Consolidation Name

ALL M&M FDN ACCTS

Page 1 of 2

Security Description	Market Price Local	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset ID	Shares/Par	Risk Name	Income/Expense					
Fixed Income								
Funds - Government Agency								
MFO DREYFUS EMERGING MARKETS DEBT LOCAL CURRENCY CUSIP 261980494	15 340		0 00	597,027 43	552,286 80	44,740 63	0 00	44,740 63
MFO EATON VANCE MUTUAL FDS TRUST GLOBAL MACRO ABSOLUTE CUSIP 277923728	9 830	38 919 650 United States	0 00	597,027 43	552,286 80	44,740 63	0 00	44,740 63
MFO JPMORGAN TR II SHORT DURATION BD FD CL R6 CUSIP 4812C0167	10 990	74 830 860 International	2,450 41	735,587 35	761,647 29	-26,059 94	0 00	-26,059 94
MFO RIDGEWORTH FDS INTERMEDIATE BD FD CLI CUSIP 766287702	10 320	47 389 590 United States	757 13	520,811 59	520,817 75	-6 16	0 00	-6 16
MFO TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP 880206400	13 340	304 281 740 United States	4,191 02	3,140,187 55	3,136,175 19	4,012 36	0 00	4,012 36
Total Funds - Government Agency		137,353 370 International	0 00	1,832,293 95	1,819,638 80	12,655 15	0 00	12,655 15
Funds - Corporate Bond								
MFO EATON VANCE MUTUAL FDS TR FLOATING RATE-I CUSIP 277911491	9 120	177,781 000 United States	7,398 56	6,825,907 87	6,790,565 83	35,342 04	0 00	35,342 04
MFO JPMORGAN TR II HIGH YIELD FD CL R6 CUSIP 4812C0126	8 130	297,022 260 United States	5,918 75	1,621,362 72	1,566,026 37	55,336 35	0 00	55,336 35
Total Funds - Corporate Bond		297,022 260 United States	15,347 00	2,414,790 97	2,339,515 47	75,275 50	0 00	75,275 50
Funds - Other Fixed Income								
MFO JPMORGAN TR I STRATEGIC INCOME OPPTY S FD SELECT CL CUSIP 4812A4351	11 830	52,713 490 United States	21,265 75	4,036,153 69	3,905,541 84	130,611 85	0 00	130,611 85
Total Funds - Other Fixed Income		52,713 490 United States	2,161 25	623,600 58	611,823 41	11,777 17	0 00	11,777 17

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Portfolio Value

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Consolidation Name

ALL M&M FDN ACCTS

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Security Description	Market Price Local	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss	Unrealized Gain/Loss	Unrealized Gain/Loss
Asset ID	Shares/Par	Risk Name	Income/Expense			- Market	- Translation	- Total
Total Fixed Income			30,825.56	11,485,662.14	11,307,931.08	177,731.06	0.00	177,731.06

^ Complete cost information not available

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Portfolio Value

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Consolidation Name

ALL M&M FDN ACCTS

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Security Description	Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
	Asset ID								
Real Estate									
Real Estate									
GUGGENHEIM REIT FUND		560 000							
CUSIP 9951AR997		215 000 Unknown		0 00	560 00	215 00	345 00	0 00	345 00
Total Real Estate				0 00	560 00	215 00	345 00	0 00	345 00
Total Real Estate				0 00	560 00	215 00	345 00	0 00	345 00

^ Complete cost information not available

*Generated by Northern Trust on 28 Oct 13



Portfolio Value
As of 31 DEC 12

Consolidation Name ALL M&M FDN ACCTS

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Security Description	Market Price Local	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset ID	Shares/Par Risk Name	Income/Expense						
Venture Capital and Partnerships								
Partnerships								
APAX EUROPE VII-B	1 159							
SEDOL 676852U	1,194,631 360 Europe Region	0 00		1,826,126 94	1,670,026 25	251,125 07	-95,024 38	156,100 69
GUGGENHEIM	1,193,485 000							
PLUS II								
CUSIP 000473801	1,499,500 000 United States	0 00		1,193,485 00	1,499,500 00	-306,015 00	0 00	-306,015 00
JPMORGAN CHINA	23,204 000							
PRIVATE								
INVESTORS								
OFFSHORE LP								
CUSIP 991CV9994	33,750 000 China	0 00		23,204 00	33,750 00	-10,546 00	0 00	-10,546 00
Total Partnerships		0 00		3,042,815 94	3,203,276 25	-65,435 93	-95,024 38	-160,460 31
Total Venture Capital and Partnerships		0 00		3,042,815 94	3,203,276 25	-65,435 93	-95,024 38	-160,460 31

^ Complete cost information not available.

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Portfolio Value

As of 31 DEC 12

Consolidation Name

ALL M&M FDN ACCTS

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Security Description	Market Price Local		Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss	Unrealized Gain/Loss	Unrealized Gain/Loss
Asset ID							- Market	- Translation	- Total
Other Assets									
Miscellaneous									
&&HSBC									
1 019									
EUROSTOXX NOTE									
MATURING 3/24/14									
CUSIP 000731729									
Total Miscellaneous									
Total Other Assets									

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Portfolio Value

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Consolidation Name

ALL M&M FDN ACCTS

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Security Description	Market Price Local	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss	Unrealized Gain/Loss	Unrealized Gain/Loss
Asset ID	Shares/Par Risk Name	Income/Expense				- Market	- Translation	- Total
Hedge Fund								
Hedge Fund of Funds								
CF BLACKSTONE PARTNERS	1,200 800							
OFFSHORE LTD CL H1 - LEAD SER FD								
CUSIP 11892940	3,704 110 International	0 00		4,447,895 28	4,000,000 00	447,895 28	0 00	447,895 28
CF SILVER CREEK	143 680							
LOW VOL SRAT II								
LTD LV12CL A1 SER								
0708 (ONLY OEII)								
CUSIP 528999EE1	9,361 120 International	0 00		1,345,005 72	1,312,431 17	32,574 55	0 00	32,574 55
CF SILVER CREEK	80 960							
LOW VOL								
STRATEGIES II LTD								
LV12 CL S SER								
CUSIP 112999AD9	85 600 United States	0 00		6,930 17	7,198 46	-268 29	0 00	-268 29
CF SILVER CREEK	0 000							
LOW VOL								
STRATEGIES II LTD								
LV12 CL S SER								
CUSIP 827599AE1	78 890 United States	0 00		0 00	7,564 54	-7,564 54	0 00	-7,564 54
CF SILVER CREEK	4 310							
LOW VOL STRATGS								
II LTD LV12 CL S								
SER A-1,0807A								
CUSIP 112999AA5	592 770 United States	0 00		2,554 83	54,109 64	-51,554 81	0 00	-51,554 81
CF SILVER CREEK	152 420							
LOW VOL STRATGS								
II LTD LV12 CL S								
SER A-1,0707A								
CUSIP 827599AD3	242 730 United States	0 00		36,996 90	23,381 54	13,615 36	0 00	13,615 36
CF SILVER CREEK	63 990							
LV12 CL S SER								
A1_0908A FUND								
CUSIP 528999DD4	1,018 180 United States	0 00		65,153 33	106,259 04	-41,105 71	0 00	-41,105 71
CF SILVER CREEK	86 000							
LV12 CL S SER								
A1_0908B FUND								
CUSIP 528999EF8	81 980 United States	0 00		7,050 28	8,555 58	-1,505 30	0 00	-1,505 30
CF SILVER CREEK	118 080							
LV12 CL S SER								
A1_0908C FUND								
CUSIP 5289990D4	1,154 530 United States	0 00		136,326 90	120,860 20	15,446 70	0 00	15,446 70

^ Complete cost information not available

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Northern Trust

Portfolio Value

As of 31 DEC 12

Consolidation Name

ALL M&M FDN ACCTS

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Security Description	Market Price Local	Country of	Accrued	Unrealized Gain/Loss	Unrealized Gain/Loss	Unrealized Gain/Loss
Asset ID	Shares/Par Risk Name	Risk Name	Income/Expense	- Market	- Translation	- Total
Hedge Fund						
Hedge Fund of Funds						
CF SILVER CREEK	9 970					
LV12 CL S SER						
A1_0308(FOR QE II						
ONLY) FUND						
CUSIP 308999RT0	729 180 United States		0 00	-61,951 28	0 00	-61,951 28
Total Hedge Fund of Funds			0 00	345,581 96	0 00	345,581 96
Total Hedge Fund			0 00	345,581 96	0 00	345,581 96

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Portfolio Value
As of 31 DEC 12

Consolidation Name

ALL M&M FDN ACCTS

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Security Description	Market Price Local	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset ID	Shares/Par Risk Name	Income/Expense						
Cash and Cash Equivalents								
Funds - Short Term Investment								
MFB NORTHERN	1 000							
INSTL FDS NI GOVT								
SELECT SHARES								
CUSIP 665278701	1 330 United States	29 53	1 33	1 33		0 00	0 00	0 00
MFB NORTHERN	1 000							
INSTL FDS NI GOVT								
SELECT SHARES								
CUSIP 665278701	89 405 520 United States	2 71	89 405 52	89 405 52		0 00	0 00	0 00
MFB NORTHERN	1 000							
INSTL FDS NI GOVT								
SELECT SHARES								
CUSIP 665278701	277 279 550 United States	5 84	277 279 55	277 279 55		0 00	0 00	0 00
Total Funds - Short Term Investment								
		38 08	366 686 40	366 686 40		0 00	0 00	0 00
Cash								
EURO	0 758							
UNITED STATES	0 000 European Union	0 00	40 886 55	40 886 55		0 00	772 96	772 96
DOLLAR	1 000							
Total Cash	0 000 United States	-186 00	0 00	0 00		0 00	0 00	0 00
Invested Cash								
UNITED STATES	1 000							
DOLLAR	0 000 United States	0 00	0 04	0 04		0 00	0 00	0 00
Total Invested Cash		0 00	0 04	0 04		0 00	0 00	0 00
Total Cash and Cash Equivalents		-147 92	407 572 99	406 800 03		0 00	772 96	772 96

^ Complete cost information not available

*Generated by Northern Trust on 28 Oct 13



Portfolio Value
As of 31 DEC 12

Consolidation Name

ALL M&M FDN ACCTS

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Security Description	Market Price Local	Country of	Accrued	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset ID	Shares/Par Risk Name	Income/Expense						
Adjustments To Cash								
Pending Trade Purchases								
UNITED STATES DOLLAR	1 000							
	0 000 United States	0 00		-38,078 04	-38,078 04	0 00	0 00	0 00
Total Pending Trade Purchases								
		0 00		-38,078 04	-38,078 04	0 00	0 00	0 00
Pending Trade Sales								
UNITED STATES DOLLAR	1 000							
	0 000 United States	0 00		237,686 00	237,686 00	0 00	0 00	0 00
Total Pending Trade Sales								
		0 00		237,686 00	237,686 00	0 00	0 00	0 00
Other Payables								
UNITED STATES DOLLAR	1 000							
	0 000 United States	0 00		-237,637 53	-237,637 53	0 00	0 00	0 00
Total Other Payables								
		0 00		-237,637 53	-237,637 53	0 00	0 00	0 00
Total Adjustments To Cash								
		0 00		-38,029.57	-38,029.57	0 00	0 00	0 00

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SECURITIES	16,875,523.	21,242,384.
TOTALS	<u>16,875,523.</u>	<u>21,242,384.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS	3,905,542.	4,036,154.
GOVERNMENT AGENCIES	6,790,566.	6,825,908.
OTHER FIXED INCOME	611,823.	623,601.
TOTALS	<u>11,307,931.</u>	<u>11,485,663.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
APAX EUROPE VII-B	1,670,026.	1,826,127.
REAL ESTATE	215.	560.
EUROSTOXX NOTE	400,000.	407,480.
GUGGENHEIM PLUS II	1,499,500.	1,193,485.
JPMORGAN CHINA PRIVATE INVEST	33,750.	23,204.
BLACKSTONE PARTNERS OFFSHORE	4,000,000.	4,447,895.
CF SILVER CREEK LOW VOL SRAT	1,709,602.	1,607,288.
TOTALS	<u>9,313,093.</u>	<u>9,506,039.</u>

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

BOOK/TAX DIFFERENCE

77,207.

TOTAL

77,207.

MICKY AND MADELEINE ARISON FAMILY FOUNDATION

20-4822537

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

ATTACHMENT 11

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

JAMES M. DUBIN
ONE MADISON PLACE
HARRISON, NY 10528

TRUSTEE

0 0 0

JOHN J. O'NEIL
1285 AVENUE OF THE AMERICAS
.32ND FLOOR
NEW YORK, NY 10019

TRUSTEE

0 0 0

GRAND TOTALS

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN CANCER SOCIETY 8095 NW 12TH STREET, SUITE 200 DORAL, FL 33126	NONE PUBLIC CHARITY	GENERAL FUND	100,000.
WOMEN OF TOMORROW MENTOR AND SCHOLARSHIP PROGRAM 22 EAST FLAGLER STREET, 6TH FLOOR MIAMI, FL 33131	NONE PUBLIC CHARITY	GENERAL FUND	50,000.
AMERICAN HEART ASSOCIATION 2600 SW 3RD AVE #900 MIAMI, FL 33129	NONE PUBLIC CHARITY	GENERAL FUND	100,000.
BIG BROTHERS/BIG SISTERS INTERNATIONAL PLAZA 701 SW 27 AVE #800 MIAMI, FL 33135-3026	NONE PUBLIC CHARITY	GENERAL FUND	100,000.
BOYS & GIRLS CLUB P O. BOX 330219 MIAMI, FL 33233-0219	NONE PUBLIC CHARITY	GENERAL FUND	10,000.
CHILDREN'S BEREAVEMENT CENTER 7600 S. RED ROAD, SUITE 307 MIAMI, FL 33143	NONE PUBLIC CHARITY	GENERAL FUND	5,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FAIRCHILD TROPICAL GARDENS 10901 OLD CUTLER ROAD CORAL GABLES, FL 33156-4296	NONE PUBLIC CHARITY	GENERAL FUND	10,000.
MIAMI LIGHTHOUSE FOR THE BLIND 601 SW 8TH AVENUE MIAMI, FL 33130	NONE PUBLIC CHARITY	GENERAL FUND	50,000.
MUSEUM OF CONTEMPORARY ART JOAN LEHMAN BUILDING 700 N.E. 125 STREET NORTH MIAMI, FL 33161	NONE PUBLIC CHARITY	GENERAL FUND	250,000.
SAVE VENICE, INC. 1104 LEXINGTON AVENUE, 4C NEW YORK, NY 10075	NONE PUBLIC CHARITY	GENERAL FUND	75,000.
ST. JUDES CHILDREN'S HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105-1942	NONE PUBLIC CHARITY	GENERAL FUND	50,000.
VOICES FOR CHILDREN FOUNDATION 1500 NW 12 AVE #1117 MIAMI, FL 33136	NONE PUBLIC CHARITY	GENERAL FUND	100,000.

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BAPTIST HEALTH SOUTH FLORIDA FOUNDATION 8900 NORTH KENDALL DRIVE MIAMI, FL 33176	NONE PUBLIC CHARITY	GENERAL FUND	50,000
MIAMI CHILDREN'S MUSEUM 980 MACARTHUR CAUSEWAY MIAMI, FL 33132	NONE PUBLIC CHARITY	GENERAL FUND	10,000
THE EVERGLADES FOUNDATION 18001 OLD CUTLER ROAD, SUITE 625 PALMETTO BAY, FL 33157	NONE PUBLIC CHARITY	GENERAL FUND	10,000
UNITED WAY OF MIAMI-DADE 3250 SOUTHWEST THIRD AVENUE MIAMI, FL 33129	NONE PUBLIC CHARITY	GENERAL FUND	200,000
CHARLEE (FOSTER CARE) - MEDICAL SERVICES DEPT 155 SOUTH MIAMI AVENUE, SUITE 700 MIAMI, FL 33130	NONE PUBLIC CHARITY	GENERAL FUND	50,000
MIAMI PROJECT TO CURE PARALYSIS 1095 NORTH WEST 14TH TERRACE MIAMI, FL 33136	NONE PUBLIC CHARITY	GENERAL FUND	250,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
OVERTOWN YOUTH CENTER 450 NW 14TH STREET MIAMI, FL 33136	NONE PUBLIC CHARITY	GENERAL FUND	100,000.
POSSE FOUNDATION 1101 BRICKELL AVENUE, SUITE 1000N MIAMI, FL 33131	NONE PUBLIC CHARITY	GENERAL FUND	10,000.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE, FL 32256	NONE PUBLIC CHARITY	GENERAL FUND	50,000.
NATIONAL DISASTER SEARCH DOG FDN 501 EAST OJAI AVENUE OJAI, CA 93023	NONE PUBLIC CHARITY	GENERAL FUND	5,000.
CHAPMAN PARTNERSHIP, INC 1550 NORTH MIAMI AVENUE MIAMI, FL 33136	NONE PUBLIC CHARITY	GENERAL	50,000.
DIABETES RESEARCH INSTITUTE 200 SOUTH PARK ROAD, SUITE 100 HOLLYWOOD, FL 33021	NONE PUBLIC CHARITY	GENERAL	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
HANNAH STORM FOUNDATION 1117 EAST PUTNAM AVE #360 RIVERSIDE, CT 06878	NONE PUBLIC CHARITY	GENERAL	3,000.
LAUREN'S KIDS 18851 NE 29TH AVE, SUITE 2010 AVENTURA, FL 33180	NONE PUBLIC CHARITY	GENERAL	10,000.
SUNDARI FOUNDATION, INC 1514 NW 2ND AVE MIAMI, FL 33136	NONE PUBLIC CHARITY	GENERAL	25,000
SLE LUPUS FOUNDATION, INC 8383 WILSHIRE BLVD, SUITE 212 BEVERLY HILLS, CA 90211	NONE PUBLIC CHARITY	GENERAL	20,000.
NATIONAL YOUNGARTS FOUNDATION 2100 BISCAYNE BLVD MIAMI, FL 33137	NONE PUBLIC CHARITY	GENERAL	100,000.
NEW WORLD SYMPHONY GALA 541 LINCOLN RD MIAMI BEACH, FL 33139	NONE PUBLIC CHARITY	GENERAL	100,000.

MICKY AND MADELEINE ARISON FAMILY FOUNDATION

20-4822537

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

ATTACHMENT 12 (CONT'D)				
RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT	
UNIVERSITY OF MIAMI - CROHN'S & COLITIS CENTER PO BOX 016960 (R-100) MIAMI, FL 33101	NONE PUBLIC CHARITY	GENERAL	500,000.	
UNIVERSITY OF MIAMI - SYLVESTER CANCER CENTER 1600 NW 10TH AVENUE, RMSB 1140 (R-699) MIAMI, FL 33136	NONE PUBLIC CHARITY	GENERAL	50,000.	
TOTAL CONTRIBUTIONS PAID			2,503,000.	

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012Name of estate or trust **MICKY AND MADELEINE ARISON FAMILY FOUNDATION**

Employer identification number

C/O RICHARD KOHAN, AFO LLC

20-4822537

Note: Form 5227 filers need to complete **only** Parts I and II**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b **1b** 16,050.**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 2011 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** 16,050.**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** 842,965.**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** 31,564.**9** Capital gain distributions **9** 207,797.**10** Gain from Form 4797, Part I **10****11** Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet **11** ()**12** Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back **12** 1,082,326.

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

Schedule D (Form 1041) 2012

JSA

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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		16,050.
14	Net long-term gain or (loss):			
a	Total for year	14a		1,082,326.
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		1,098,376.

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 \$2,400	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 2012 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 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2012

Department of the Treasury
Internal Revenue Service

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

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

MICKY AND MADELEINE ARISON FAMILY FOUNDATION

Employer identification number

20-4822537

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

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	16,050.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

JSA
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PAGE 37

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b		842,965.
---	--	----------

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2012 Tax Information Statement

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Recipient's Name and Address:

26-44070

Account Number:

XX-XXX2537

Recipient's Tax ID Number:

MICKY & MADELINE ARISON FAMILY
C/O NORMA CASTILLO
AFO, LLC

2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES, FL 33134-5249

☐ Corrected ☐ 2nd TIN notice

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

2012 Proceeds from Broker and Barter Exchange Transactions

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

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss/Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
22410J106	CRACKER BARREL OLD CTRY STORE INC COM			CBRL					
20.0000	04/24/2012	03/29/2012		1,125.25	1,122.07	0.00	3.18	0.00	0.00
372460105	GENUINE PARTS CO			GPC					
100.0000	04/24/2012	03/29/2012		6,293.51	6,210.65	0.00	82.86	0.00	0.00
22410J106	CRACKER BARREL OLD CTRY STORE INC COM			CBRL					
30.0000	04/25/2012	03/29/2012		1,695.36	1,683.10	0.00	12.26	0.00	0.00
372460105	GENUINE PARTS CO			GPC					
25.0000	04/25/2012	03/29/2012		1,579.76	1,552.66	0.00	27.10	0.00	0.00
372460105	GENUINE PARTS CO			GPC					
20.0000	05/10/2012	03/29/2012		1,294.36	1,242.13	0.00	52.23	0.00	0.00
579780206	MCCORMICK & CO INC NON-VTG			MKC					
10.0000	05/10/2012	03/29/2012		569.02	542.66	0.00	26.36	0.00	0.00
372460105	GENUINE PARTS CO			GPC					
80.0000	05/11/2012	03/29/2012		5,176.46	4,968.52	0.00	207.94	0.00	0.00
579780206	MCCORMICK & CO INC NON-VTG			MKC					
30.0000	05/11/2012	03/29/2012		1,701.99	1,627.97	0.00	74.02	0.00	0.00
842587107	SOUTHERN CO			SO					
120.0000	05/11/2012	03/29/2012		5,474.77	5,347.80	0.00	126.97	0.00	0.00

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

STATEMENT A

2012 Tax Information Statement

Page 8 of 25

Recipient's Name and Address:

26-44070

Account Number:

XX-XXX2537

Recipient's Tax ID Number:

MICKY & MADELEINE ARISON FAMILY

C/O NORMA CASTILLO

AFO, LLC

2 ALHAMBRA PLAZA, SUITE 1040

CORAL GABLES, FL 33134-5249

THE NORTHERN TRUST COMPANY

P.O. BOX 803878

CHICAGO, IL 60680

☐ Corrected

☐ 2nd TIN notice

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

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
579780206	MCCORMICK & CO INC NON-VTG			MKC					
30.0000		05/14/2012	03/29/2012	1,699.86	1,627.97	0.00	71.89	0.00	0.00
842587107	SOUTHERN CO			SO					
30.0000		05/14/2012	03/29/2012	1,360.65	1,336.95	0.00	23.70	0.00	0.00
579780206	MCCORMICK & CO INC NON-VTG			MKC					
30.0000		05/15/2012	03/29/2012	1,707.12	1,627.97	0.00	79.15	0.00	0.00
579780206	MCCORMICK & CO INC NON-VTG			MKC					
30.0000		05/23/2012	03/29/2012	1,696.97	1,627.97	0.00	69.00	0.00	0.00
579780206	MCCORMICK & CO INC NON-VTG			MKC					
40.0000		05/24/2012	03/29/2012	2,269.86	2,170.62	0.00	99.24	0.00	0.00
579780206	MCCORMICK & CO INC NON-VTG			MKC					
50.0000		05/25/2012	03/29/2012	2,842.73	2,713.27	0.00	129.46	0.00	0.00
26441C105	#REORG/DUKE ENERGY CORP REV STK SPLIT DUKE ENERGY 2G1XA11 7/3/2012								
245.0000		06/12/2012	03/29/2012	5,556.82	5,080.00	0.00	476.82	0.00	0.00
842587107	SOUTHERN CO			SO					
140.0000		06/19/2012	03/29/2012	6,695.94	6,239.10	0.00	456.84	0.00	0.00
40051E202	GRUPO AEROPORTUARIO DEL SURESTE SPON ADR SER B			ASR					
10.0000		07/02/2012	03/29/2012	787.37	688.31	0.00	99.06	0.00	0.00

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STATEMENT A

2012 Tax Information Statement

Page 9 of 25

Ref: EES

Recipient's Name and Address:

MICKY & MADELEINE ARISON FAMILY

C/O NORMA CASTILLO

AFO, LLC

2 ALHAMBRA PLAZA, SUITE 1040

CORAL GABLES, FL 33134-5249

26-44070

XX-XXX2537

Account Number:

Recipient's Tax ID Number:

☐ Corrected

☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY

P.O. BOX 803878

CHICAGO, IL 60680

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

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
26441C204	DUKE ENERGY CORP NEW COM NEW			DUK						
.6700	07/03/2012	03/29/2012			44.03	41.68	0.00	2.35	0.00	0.00
40051E202	GRUPO AEROPORTUARIO DEL SURESTE SPON ADR SER			ASR						
10.0000	07/03/2012	03/29/2012			785.68	688.31	0.00	97.37	0.00	0.00
40051E202	GRUPO AEROPORTUARIO DEL SURESTE SPON ADR SER			ASR						
10.0000	07/11/2012	03/29/2012			778.63	688.31	0.00	90.32	0.00	0.00
40051E202	GRUPO AEROPORTUARIO DEL SURESTE SPON ADR SER			ASR						
20.0000	07/12/2012	03/29/2012			1,542.46	1,376.61	0.00	165.85	0.00	0.00
40051E202	GRUPO AEROPORTUARIO DEL SURESTE SPON ADR SER			ASR						
10.0000	07/13/2012	03/29/2012			777.30	688.31	0.00	88.99	0.00	0.00
40051E202	GRUPO AEROPORTUARIO DEL SURESTE SPON ADR SER			ASR						
10.0000	07/16/2012	03/29/2012			780.26	688.31	0.00	91.95	0.00	0.00
40051E202	GRUPO AEROPORTUARIO DEL SURESTE SPON ADR SER			ASR						
10.0000	07/17/2012	03/29/2012			781.74	688.30	0.00	93.44	0.00	0.00
26441C204	DUKE ENERGY CORP NEW COM NEW			DUK						
90.0000	07/27/2012	03/29/2012			6,071.59	5,598.26	0.00	473.33	0.00	0.00
26441C204	DUKE ENERGY CORP NEW COM NEW			DUK						
10.0000	07/30/2012	03/29/2012			671.30	622.03	0.00	49.27	0.00	0.00

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STATEMENT A

2012 Tax Information Statement

Page 10 of 25

Recipient's Name and Address:
MICKY & MADELEINE ARISON FAMILY
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES, FL 33134-5249

Account Number: 26-44070
Recipient's Tax ID Number: XX-XXX2537

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

☐ Corrected ☐ 2nd TIN notice

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

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
651639106	NEWMONT MINING CORP NEW COMMON STOCK			NEM						
70.0000		07/31/2012	03/29/2012		3,148.43	3,550.35	0.00	401.92	0.00	0.00
718546104	PHILLIPS 66 COM			PSX						
125.0000		08/01/2012	03/29/2012		4,813.31	4,490.99	0.00	322.32	0.00	0.00
51476K103	LANDAUER INC			LDR						
10.0000		08/16/2012	03/29/2012		600.25	529.06	0.00	71.19	0.00	0.00
51476K103	LANDAUER INC			LDR						
10.0000		08/17/2012	03/29/2012		599.82	529.06	0.00	70.76	0.00	0.00
832696405	SMUCKER JM CO NEW			SJM						
75.0000		08/20/2012	03/29/2012		6,321.37	6,059.70	0.00	261.67	0.00	0.00
26441C204	DUKE ENERGY CORP NEW COM NEW			DUK						
50.0000		08/24/2012	03/29/2012		3,273.69	3,110.14	0.00	163.55	0.00	0.00
713448108	PEPSICO INC			PEP						
50.0000		08/24/2012	03/29/2012		3,654.08	3,286.55	0.00	367.53	0.00	0.00
94106L109	WASTE MGMT INC DEL			WM						
70.0000		08/24/2012	03/29/2012		2,400.64	2,428.00	0.00	27.36	0.00	0.00
26441C204	DUKE ENERGY CORP NEW COM NEW			DUK						
21.0000		08/27/2012	03/29/2012		1,373.11	1,306.26	0.00	66.85	0.00	0.00

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2012 Tax Information Statement

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Recipient's Name and Address:
MICKY & MADELEINE ARISON FAMILY
C/O NORMA CASTILLO
AFO, LLC

Account Number: 26-44070
Recipient's Tax ID Number: XX-XXX2537

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

☐ Corrected ☐ 2nd TIN notice

2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES, FL 33134-5249

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

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol			Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld		State Tax Withheld
				Stocks, Bonds, etc.	Cost or Other Basis				Tax		
94106L109	WASTE MGMT INC DEL			WM							
105.0000	08/27/2012	03/29/2012		3,593.04	3,642.00	0.00		-58.96	0.00	0.00	0.00
51476K103	LANDAUER INC			LDR							
10.0000	09/06/2012	03/29/2012		599.74	529.06	0.00		70.68	0.00	0.00	0.00
51476K103	LANDAUER INC			LDR							
20.0000	09/13/2012	03/29/2012		1,200.71	1,058.11	0.00		142.60	0.00	0.00	0.00
832696405	SMUCKER JM CO NEW			SJM							
10.0000	09/13/2012	03/29/2012		870.77	807.96	0.00		62.81	0.00	0.00	0.00
G65773106	NORDIC AMERICAN TANKERS LIMITED			NAT							
30.0000	ISIN#BMG657731060 09/13/2012	03/29/2012		335.39	448.12	0.00		-112.73	0.00	0.00	0.00
51476K103	LANDAUER INC			LDR							
10.0000	09/14/2012	03/29/2012		599.98	529.06	0.00		70.92	0.00	0.00	0.00
832696405	SMUCKER JM CO NEW			SJM							
55.0000	09/14/2012	03/29/2012		4,739.54	4,443.78	0.00		295.76	0.00	0.00	0.00
G65773106	NORDIC AMERICAN TANKERS LIMITED			NAT							
60.0000	ISIN#BMG657731060 09/14/2012	03/29/2012		663.87	896.24	0.00		-232.37	0.00	0.00	0.00
51476K103	LANDAUER INC			LDR							
10.0000	09/17/2012	03/29/2012		599.86	529.06	0.00		70.80	0.00	0.00	0.00

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STATEMENT A

2012 Tax Information Statement

Page 12 of 25

Recipient's Name and Address:

Account Number: 26-44070
 Recipient's Tax ID Number: XX-XXX2537

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

MICKY & MADELEINE ARISON FAMILY
 C/O NORMA CASTILLO
 AFO, LLC
 2 ALHAMBRA PLAZA, SUITE 1040
 CORAL GABLES, FL 33134-5249

☐ Corrected ☐ 2nd TIN notice

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

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Bonds, etc.	Stocks	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
G65773106	NORDIC AMERICAN TANKERS LIMITED ISIN#BMG657731060	NAT	30.0000	09/17/2012	03/29/2012	317.99	448.12	0.00	0.00	-130.13	0.00	0.00
51476K103	LANDAUER INC	LDR	5.0000	09/18/2012	03/29/2012	300.14	264.53	0.00	0.00	35.61	0.00	0.00
G65773106	NORDIC AMERICAN TANKERS LIMITED ISIN#BMG657731060	NAT	80.0000	09/18/2012	03/29/2012	824.23	1,194.98	0.00	0.00	-370.75	0.00	0.00
22410J106	CRACKER BARREL OLD CTRY STORE INC COM	CBRL	10.0000	09/19/2012	03/29/2012	681.00	561.03	0.00	0.00	119.97	0.00	0.00
589433101	MEREDITH CORPORATION	MDP	30.0000	09/19/2012	03/29/2012	1,132.74	969.62	0.00	0.00	163.12	0.00	0.00
G65773106	NORDIC AMERICAN TANKERS LIMITED ISIN#BMG657731060	NAT	70.0000	09/19/2012	03/29/2012	738.17	1,045.61	0.00	0.00	-307.44	0.00	0.00
G65773106	NORDIC AMERICAN TANKERS LIMITED ISIN#BMG657731060	NAT	30.0000	09/20/2012	03/29/2012	316.84	448.12	0.00	0.00	-131.28	0.00	0.00
171232101	CHUBB CORP COM	CB	80.0000	09/21/2012	03/29/2012	6,049.68	5,500.02	0.00	0.00	549.66	0.00	0.00
22410J106	CRACKER BARREL OLD CTRY STORE INC COM	CBRL	40.0000	09/21/2012	03/29/2012	2,662.07	2,244.13	0.00	0.00	417.94	0.00	0.00

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STATEMENT A

2012 Tax Information Statement

Page 13 of 25

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MICKY & MADELEINE ARISON FAMILY

C/O NORMA CASTILLO

AFO, LLC

2 ALHAMBRA PLAZA, SUITE 1040

CORAL GABLES, FL 33134-5249

Account Number:

26-44070

Recipient's Tax ID Number:

XX-XXX2537

☐ Corrected

☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY

P.O. BOX 803878

CHICAGO, IL 60680

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

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Stocks Bonds, etc.	Cost or Other Basis				
589433101	MEREDITH CORPORATION			MDP					
10.0000	09/21/2012 03/29/2012			369.74	323.21	0.00	46.53	0.00	0.00
G65773106	NORDIC AMERICAN TANKERS LIMITED			NAT					
40.0000	ISIN#BMG657731060 09/21/2012 03/29/2012			422.60	597.49	0.00	-174.89	0.00	0.00
22410J106	CRACKER BARREL OLD CTRY STORE INC COM COM			CBRL					
30.0000	09/24/2012 03/29/2012			2,013.68	1,683.10	0.00	330.58	0.00	0.00
22410J106	CRACKER BARREL OLD CTRY STORE INC COM COM			CBRL					
10.0000	09/25/2012 03/29/2012			671.64	561.04	0.00	110.60	0.00	0.00
51476K103	LANDAUER INC			LDR					
10.0000	09/25/2012 03/29/2012			599.87	529.06	0.00	70.81	0.00	0.00
22410J106	CRACKER BARREL OLD CTRY STORE INC COM COM			CBRL					
10.0000	09/26/2012 03/29/2012			670.75	561.03	0.00	109.72	0.00	0.00
589433101	MEREDITH CORPORATION			MDP					
10.0000	09/27/2012 03/29/2012			354.62	323.21	0.00	31.41	0.00	0.00
589433101	MEREDITH CORPORATION			MDP					
50.0000	10/03/2012 03/29/2012			1,754.89	1,616.03	0.00	138.86	0.00	0.00
589433101	MEREDITH CORPORATION			MDP					
20.0000	10/04/2012 03/29/2012			701.25	646.41	0.00	54.84	0.00	0.00

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STATEMENT A

2012 Tax Information Statement

Page 14 of 25

Ref: EES

Recipient's Name and Address:

MICKY & MADELINE ARISON FAMILY

C/O NORMA CASTILLO

AFO, LLC

2 ALHAMBRA PLAZA, SUITE 1040

CORAL GABLES, FL 33134-5249

26-44070

XX-XXX2537

Account Number:

Recipient's Tax ID Number:

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THE NORTHERN TRUST COMPANY

P.O. BOX 803878

CHICAGO, IL 60680

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
589433101	MEREDITH CORPORATION	10/05/2012	03/29/2012	MDP	354.92	323.20	0.00	31.72	0.00	0.00
10.0000										
589433101	MEREDITH CORPORATION	10/08/2012	03/29/2012	MDP	349.81	323.21	0.00	26.60	0.00	0.00
10.0000										
913017109	UNITED TECHNOLOGIES CORP	10/09/2012	03/29/2012	UTX	7,747.19	8,127.90	0.00	-380.71	0.00	0.00
100.0000										
589433101	MEREDITH CORPORATION	10/10/2012	03/29/2012	MDP	1,739.41	1,616.02	0.00	123.39	0.00	0.00
50.0000										
51476K103	LANDAUER INC	11/06/2012	03/29/2012	LDR	590.54	529.06	0.00	61.48	0.00	0.00
10.0000										
891777104	TOWER GROUP INC COM	11/19/2012	03/29/2012	TWGP	339.57	449.66	0.00	-110.09	0.00	0.00
20.0000										
92857W209	VODAFONE GROUP PLC SPONSORED ADR	11/19/2012	03/29/2012	VOD	5,724.90	6,264.11	0.00	-539.21	0.00	0.00
225.0000										
891777104	TOWER GROUP INC COM	11/20/2012	03/29/2012	TWGP	335.61	449.66	0.00	-114.05	0.00	0.00
20.0000										
891777104	TOWER GROUP INC COM	11/21/2012	03/29/2012	TWGP	168.53	224.83	0.00	-56.30	0.00	0.00
10.0000										

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STATEMENT A

2012 Tax Information Statement

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MICKY & MADELEINE ARISON FAMILY
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES, FL 33134-5249

Account Number: 26-44070
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THE NORTHERN TRUST COMPANY
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CHICAGO, IL 60680

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

Cusip	Description	Date of Sale or Exchange	Stocks or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
891777104	TOWER GROUP INC COM		TWGP					
10.0000	11/23/2012	03/29/2012	170.81	224.83	0.00	-54.02	0.00	0.00
51476K103	LANDAUER INC		LDR					
10.0000	11/26/2012	03/29/2012	590.29	529.05	0.00	61.24	0.00	0.00
891777104	TOWER GROUP INC COM		TWGP					
20.0000	11/26/2012	03/29/2012	343.89	449.66	0.00	-105.77	0.00	0.00
51476K103	LANDAUER INC		LDR					
10.0000	11/27/2012	03/29/2012	592.59	529.06	0.00	63.53	0.00	0.00
891777104	TOWER GROUP INC COM		TWGP					
40.0000	11/27/2012	03/29/2012	675.66	899.32	0.00	-223.66	0.00	0.00
891777104	TOWER GROUP INC COM		TWGP					
60.0000	11/28/2012	03/29/2012	1,009.28	1,348.98	0.00	-339.70	0.00	0.00
51476K103	LANDAUER INC		LDR					
10.0000	11/29/2012	03/29/2012	595.48	529.05	0.00	66.43	0.00	0.00
891777104	TOWER GROUP INC COM		TWGP					
50.0000	11/29/2012	03/29/2012	855.73	1,124.15	0.00	-268.42	0.00	0.00
51476K103	LANDAUER INC		LDR					
10.0000	11/30/2012	03/29/2012	592.04	529.06	0.00	62.98	0.00	0.00

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

STATEMENT A

2012 Tax Information Statement

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Recipient's Name and Address:
MICKY & MADELEINE ARISON FAMILY
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES, FL 33134-5249

Account Number: 26-44070
Recipient's Tax ID Number: XX-XXX2537

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

☐ Corrected ☐ 2nd TIN notice

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

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
891777104	TOWER GROUP INC COM			TWGP					
30.0000	11/30/2012	03/29/2012		507.02	674.49	0.00	-167.47	0.00	0.00
891777104	TOWER GROUP INC COM			TWGP					
60.0000	12/03/2012	03/29/2012		1,021.76	1,348.98	0.00	-327.22	0.00	0.00
462846106	IRON MOUNTAIN INC			IRM					
1900	12/04/2012	11/13/2012		6.00	6.23	0.00	-0.23	0.00	0.00
51476K103	LANDAUER INC			LDR					
10.0000	12/04/2012	03/29/2012		591.96	529.05	0.00	62.91	0.00	0.00
51476K103	LANDAUER INC			LDR					
5.0000	12/05/2012	03/29/2012		294.86	264.53	0.00	30.33	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP			UTX					
70.0000	12/19/2012	03/29/2012		5,827.18	5,689.53	0.00	137.65	0.00	0.00
Total Short Term Sales				152,745.32	149,163.70	0.00	3,581.62	0.00	0.00

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STATEMENT A

2012 Tax Information Statement

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Ref: EES

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

Recipient's Name and Address:
MICKY & MADELINE ARISON FAMILY FDN
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES, FL 33134-5249

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

☐ Corrected ☐ 2nd TIN notice

2012 Proceeds from Broker and Barter Exchange Transactions

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

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales										
79466L302	SALESFORCE COM INC COM STK			CRM						
30.0000	01/03/2012	11/18/2011			3,106.98	3,380.17	0.00	-273.19	0.00	0.00
550021109	LULULEMON ATHLETICA INC COM			LULU						
270.0000	01/18/2012	Various			16,235.33	13,632.25	0.00	2,603.08	0.00	0.00
004764106	ACME PACKET INC COM STK			APKT						
515.0000	01/19/2012	Various			15,828.53	28,830.51	0.00	-13,001.98	0.00	0.00
189754104	COACH INC			COH						
200.0000	01/24/2012	Various			13,637.23	11,403.12	0.00	2,234.11	0.00	0.00
45666Q102	INFORMATICA CORP			INFA						
800.0000	01/27/2012	Various			34,389.74	34,687.71	0.00	-297.97	0.00	0.00
73179V103	POLYPORE INTL INC COM			PPO						
848.0000	01/31/2012	Various			34,983.65	53,483.53	0.00	-18,499.88	0.00	0.00
68389X105	ORACLE CORPORATION			ORCL						
35.0000	02/15/2012	06/23/2011			986.50	1,119.21	0.00	-132.71	0.00	0.00
243537107	DECKERS OUTDOOR CORP			DECK						
533.0000	03/15/2012	Various			36,006.07	44,011.92	0.00	-8,005.85	0.00	0.00
406216101	HALLIBURTON CO			HAL						
865.0000	03/15/2012	03/25/2011			29,609.53	40,019.57	0.00	-10,410.04	0.00	0.00

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2012 Tax Information Statement

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 MICKY & MADELINE ARISON FAMILY FDN
 C/O NORMA CASTILLO
 AFO, LLC
 2 ALHAMBRA PLAZA, SUITE 1040
 CORAL GABLES, FL 33134-5249

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

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

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
91324P102	UNITEDHEALTH GROUP INC			UNH					
1188.0000	04/02/2012	Various		69,755.78	63,423.86	0.00	6,331.92	0.00	0.00
46625H100	J P MORGAN CHASE & CO			JPM					
1280.0000	04/09/2012	Various		56,384.39	46,026.97	0.00	10,357.42	0.00	0.00
67020Y100	NUANCE COMMUNICATIONS INC COM			NUAN					
2550.0000	04/20/2012	Various		58,874.61	70,427.69	0.00	-11,553.08	0.00	0.00
002824100	ABBOTT LABORATORIES			ABT					
150.0000	04/25/2012	10/24/2011		9,203.79	8,066.87	0.00	1,136.92	0.00	0.00
018490102	ALLERGAN INC			AGN					
75.0000	04/25/2012	03/06/2012		7,112.84	6,654.73	0.00	458.11	0.00	0.00
037833100	APPLE COMPUTER INC			AAPL					
14.0000	04/25/2012	03/02/2012		8,519.78	7,623.49	0.00	896.29	0.00	0.00
09062X103	BIIOGEN IDEC INC COM STK TO BIOGEN IDEC SEC#2005597 EFF 11/13/03			BIIB					
90.0000	04/25/2012	02/15/2012		11,736.63	10,755.77	0.00	980.86	0.00	0.00
151020104	CELGENE CORP			CELG					
90.0000	04/25/2012	02/01/2012		7,056.74	6,660.10	0.00	396.64	0.00	0.00
22160K105	COSTCO WHSL CORP NEW			COST					
65.0000	04/25/2012	01/05/2012		5,671.12	5,358.82	0.00	312.30	0.00	0.00

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STATEMENT B

2012 Tax Information Statement

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Recipient's Name and Address:

MICKY & MADELINE ARISON FAMILY FDN

C/O NORMA CASTILLO

AFO, LLC

2 ALHAMBRA PLAZA, SUITE 1040

CORAL GABLES, FL 33134-5249

26-56127

XX-XXX2537

Account Number:

Recipient's Tax ID Number:

☐ Corrected

☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY

P.O. BOX 803878

CHICAGO, IL 60680

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

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
25490A101	#REORG/DIRECTV NAME,CUSIP CHANGE DIRECTV COM									
90.0000	2J17AQ1 DUE 08/28/2012	04/25/2012	08/01/2011		4,303.70	4,516.48	0.00	-212.78	0.00	0.00
256746108	DOLLAR TREE INC COM STK			DLTR						
80.0000	04/25/2012	11/30/2011			7,859.82	6,481.39	0.00	1,378.43	0.00	0.00
263534109	E I DU PONT DE NEMOURS & CO			DD						
160.0000	04/25/2012	03/16/2012			8,593.40	8,551.44	0.00	41.96	0.00	0.00
384802104	W W GRAINGER INC			GWW						
20.0000	04/25/2012	04/10/2012			4,187.10	4,181.45	0.00	5.65	0.00	0.00
437076102	HOME DEPOT INC			HD						
85.0000	04/25/2012	04/12/2012			4,396.95	4,296.86	0.00	100.09	0.00	0.00
518439104	LAUDER ESTEE COS INC CL A			EL						
155.0000	04/25/2012	02/03/2012			9,992.62	8,520.37	0.00	1,472.25	0.00	0.00
550021109	LULULEMON ATHLETICA INC COM			LULU						
60.0000	04/25/2012	12/06/2011			4,237.10	2,816.17	0.00	1,420.93	0.00	0.00
57636Q104	MASTERCARD INC CL A			MA						
20.0000	04/25/2012	04/05/2012			8,836.20	8,751.75	0.00	84.45	0.00	0.00
741503403	PRICELINE COM INC COM			PCLN						
12.0000	04/25/2012	09/26/2011			8,485.48	5,965.37	0.00	2,520.11	0.00	0.00

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STATEMENT B

2012 Tax Information Statement

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Recipient's Name and Address:
MICKY & MADELINE ARISON FAMILY FDN
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES, FL 33134-5249

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

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

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
896239100	TRIMBLE NAVIGATION LTD			TRMB					
130.0000	04/25/2012 Various			7,045.84	5,955.85	0.00	1,089.99	0.00	0.00
253393102	DICK'S SPORTING GOODS INC			DKS					
252.0000	05/15/2012 Various			12,724.70	9,544.85	0.00	3,179.85	0.00	0.00
708160106	JC PENNEY CO INC COM			JCP					
835.0000	05/22/2012 03/08/2012			21,800.85	32,945.33	0.00	-11,144.48	0.00	0.00
042068106	ARM HLDGS PLC SPONSORED ADR			ARMH					
525.0000	05/29/2012 06/23/2011			12,449.78	14,554.94	0.00	-2,105.16	0.00	0.00
192446102	COGNIZANT TECHNOLOGY SOLUTION CL A			CTSH					
240.0000	06/25/2012 05/07/2012			13,899.10	14,626.87	0.00	-727.77	0.00	0.00
192446102	COGNIZANT TECHNOLOGY SOLUTION CL A			CTSH					
136.0000	06/29/2012 05/07/2012			8,067.46	8,288.56	0.00	-221.10	0.00	0.00
92342Y109	VERIFONE SYSTEMS INC COM			PAY					
388.0000	07/11/2012 05/25/2012			13,545.71	15,124.74	0.00	-1,579.03	0.00	0.00
384802104	W W GRAINGER INC			GWV					
90.0000	07/18/2012 Various			18,911.99	17,945.52	0.00	966.47	0.00	0.00
042068106	ARM HLDGS PLC SPONSORED ADR			ARMH					
789.0000	07/25/2012 04/24/2012			19,139.68	19,999.57	0.00	-859.89	0.00	0.00

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STATEMENT B

2012 Tax Information Statement

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

Recipient's Name and Address:
 MICKY & MADELINE ARISON FAMILY FDN
 C/O NORMA CASTILLO
 AFO, LLC

Ref: EES

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

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2 ALHAMBRA PLAZA, SUITE 1040
 CORAL GABLES, FL 33134-5249

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

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
037833100	APPLE COMPUTER INC			AAPL						
34.0000	08/20/2012	Various		22,608.63		20,162.82	0.00	2,445.81	0.00	0.00
052769106	AUTODESK, INC			ADSK						
520.0000	08/24/2012	03/06/2012		16,030.57		18,538.00	0.00	-2,507.43	0.00	0.00
550021109	LULULEMON ATHLETICA INC COM			LULU						
219.0000	09/07/2012	Various		16,534.90		12,420.38	0.00	4,114.52	0.00	0.00
654106103	NIKE INC CLASS B			NKE						
145.0000	09/17/2012	04/05/2012		14,186.28		16,003.40	0.00	-1,817.12	0.00	0.00
46120E602	INTUITIVE SURGICAL INC COM NEW STK			ISRG						
27.0000	10/15/2012	07/20/2012		13,670.84		13,470.00	0.00	200.84	0.00	0.00
437076102	HOME DEPOT INC			HD						
262.0000	10/22/2012	08/13/2012		16,233.61		13,845.73	0.00	2,387.88	0.00	0.00
485170302	KANSAS CITY SOUTHERN INDS INC NEW			KSU						
23.0000	10/22/2012	08/30/2012		1,811.94		1,764.01	0.00	47.93	0.00	0.00
485170302	KANSAS CITY SOUTHERN INDS INC NEW			KSU						
159.0000	10/24/2012	08/30/2012		12,584.14		12,194.70	0.00	389.44	0.00	0.00
151020104	CELGENE CORP			CELG						
224.0000	10/25/2012	Various		16,616.39		16,381.23	0.00	235.16	0.00	0.00

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2012 Tax Information Statement

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Account Number: 26-56127
 Recipient's Tax ID Number: XX-XXX2537
 Recipient's Name and Address:
 MICKY & MADELINE ARISON FAMILY FDN
 C/O NORMA CASTILLO
 AFO, LLC
 2 ALHAMBRA PLAZA, SUITE 1040
 CORAL GABLES, FL 33134-5249

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

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
790849103	ST JUDE MEDICAL INC			STJ					
576.0000	11/09/2012	09/06/2012		21,319.70	22,543.14	0.00	-1,223.44	0.00	0.00
256746108	DOLLAR TREE INC COM STK			DLTR					
320.0000	11/15/2012	11/30/2011		12,495.60	12,962.79	0.00	-467.19	0.00	0.00
90384S303	ULTA SALON COSMETICS & FRAGRANCE INC COMSTK			ULTA					
202.0000	11/19/2012	Various		18,013.81	19,169.80	0.00	-1,155.99	0.00	0.00
177376100	CITRIX SYS INC			CTXS					
198.0000	11/28/2012	02/06/2012		12,036.23	13,710.49	0.00	-1,674.26	0.00	0.00
90384S303	ULTA SALON COSMETICS & FRAGRANCE INC COMSTK			ULTA					
109.0000	11/30/2012	04/12/2012		10,907.33	10,323.67	0.00	583.66	0.00	0.00
037833100	APPLE COMPUTER INC			AAPL					
16.0000	12/06/2012	10/26/2012		8,712.11	9,519.05	0.00	-806.94	0.00	0.00
Total Short Term Sales					861,643.01	0.00	-40,304.21	0.00	0.00
Long Term 15% Sales									
79466L302	SALESFORCE COM INC COM STK			CRM					
136.0000	01/03/2012	01/20/2010		14,084.96	9,273.62	0.00	4,811.34	0.00	0.00
886547108	TIFFANY & CO NEW			TIF					
495.0000	01/11/2012	Various		29,691.59	23,468.80	0.00	6,222.79	0.00	0.00

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2012 Tax Information Statement

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

Recipient's Name and Address:
 MICKY & MADELINE ARISON FAMILY FDN
 C/O NORMA CASTILLO
 AFO, LLC

Ref: EES

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

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2 ALHAMBRA PLAZA, SUITE 1040
 CORAL GABLES, FL 33134-5249

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

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
025816109	AMERICAN EXPRESS CO			AXP						
360.0000	01/13/2012 Various			17,820.48		16,785.57	0.00	1,034.91	0.00	0.00
004764106	ACME PACKET INC COM STK			APKT						
295.0000	01/19/2012 Various			9,066.83		15,305.01	0.00	-6,238.18	0.00	0.00
023135106	AMAZON COM INC			AMZN						
116.0000	01/27/2012 05/07/2009			22,625.45		9,213.65	0.00	13,411.80	0.00	0.00
393122106	GREEN MTN COFFEE ROASTERS			GMCR						
544.0000	02/02/2012 12/10/2010			35,754.09		18,216.22	0.00	17,537.87	0.00	0.00
68389X105	ORACLE CORPORATION			ORCL						
1650.0000	02/15/2012 Various			46,506.23		26,936.32	0.00	19,569.91	0.00	0.00
088606108	BHP LTD SPONSORED ADR			BHP						
284.0000	03/05/2012 Various			21,092.39		19,522.44	0.00	1,569.95	0.00	0.00
088606108	BHP LTD SPONSORED ADR			BHP						
291.0000	03/07/2012 Various			21,186.26		13,792.08	0.00	7,394.18	0.00	0.00
30231G102	EXXON MOBIL CORP			XOM						
440.0000	03/12/2012 06/28/2010			37,547.25		25,895.85	0.00	11,651.40	0.00	0.00
478366107	JOHNSON CONTROLS INC			JCI						
714.0000	03/14/2012 Various			22,794.61		22,990.52	0.00	-195.91	0.00	0.00

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STATEMENT B

2012 Tax Information Statement

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

Recipient's Name and Address:
 MICKY & MADELINE ARISON FAMILY FDN
 C/O NORMA CASTILLO
 AFO, LLC

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THE NORTHERN TRUST COMPANY
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 CHICAGO, IL 60680

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2 ALHAMBRA PLAZA, SUITE 1040
 CORAL GABLES, FL 33134-5249

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

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Stocks or Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
886547108	TIFFANY & CO NEW			TIF						
276.0000	03/14/2012 Various				19,339.05	13,044.23	0.00	6,294.82	0.00	0.00
009158106	AIR PRODUCTS & CHEMICALS INC COM			APD						
115.0000	03/16/2012 Various				10,572.74	8,533.10	0.00	2,039.64	0.00	0.00
009158106	AIR PRODUCTS & CHEMICALS INC COM			APD						
537.0000	03/19/2012 03/28/2007				49,325.73	39,819.03	0.00	9,506.70	0.00	0.00
35671D857	FREEPORT MCMORAN C & G CL B COM STK			FCX						
850.0000	03/20/2012 04/28/2009				33,130.87	16,287.79	0.00	16,843.08	0.00	0.00
886547108	TIFFANY & CO NEW			TIF						
719.0000	03/20/2012 Various				52,887.76	32,632.01	0.00	20,255.75	0.00	0.00
30231G102	EXXON MOBIL CORP			XOM						
770.0000	03/26/2012 Various				66,788.44	46,390.08	0.00	20,398.36	0.00	0.00
156782104	CERNER CORP			CERN						
144.0000	04/09/2012 Various				10,791.26	4,542.21	0.00	6,249.05	0.00	0.00
244199105	DEERE & CO			DE						
125.0000	04/12/2012 Various				9,922.97	8,045.90	0.00	1,877.07	0.00	0.00
478366107	JOHNSON CONTROLS INC			JCI						
831.0000	04/12/2012 Various				26,383.16	24,792.17	0.00	1,590.99	0.00	0.00

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STATEMENT B

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MICKY & MADELINE ARISON FAMILY FDN
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES, FL 33134-5249

Account Number: 26-56127
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Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
806857108	SCHLUMBERGER LTD ISIN #AN8068571086	SLB	113.0000	04/12/2012	11/23/2010	7,909.19	8,458.44	0.00	-549.25	0.00	0.00
015351109	ALEXION PHARMACEUTICALS INC	ALXN	105.0000	04/25/2012	07/13/2010	9,499.13	2,696.42	0.00	6,802.71	0.00	0.00
023135106	AMAZON COM INC	AMZN	49.0000	04/25/2012	05/07/2009	9,485.34	3,891.97	0.00	5,593.37	0.00	0.00
025816109	AMERICAN EXPRESS CO	AXP	225.0000	04/25/2012	Various	13,163.19	10,426.11	0.00	2,737.08	0.00	0.00
192446102	COGNIZANT TECHNOLOGY SOLUTION CLA	CTSH	205.0000	04/25/2012	07/27/2010	14,802.71	11,304.33	0.00	3,498.38	0.00	0.00
244199105	DEERE & CO	DE	70.0000	04/25/2012	07/23/2010	5,697.87	4,476.31	0.00	1,221.56	0.00	0.00
253393102	DICK'S SPORTING GOODS INC	DKS	150.0000	04/25/2012	04/06/2011	7,432.33	6,212.38	0.00	1,219.95	0.00	0.00
254687106	WALT DISNEY CO	DIS	170.0000	04/25/2012	Various	7,221.44	5,850.28	0.00	1,371.15	0.00	0.00
459200101	INTL BUSINESS MACHINES CORP	IBM	22.0000	04/25/2012	10/01/2008	4,467.87	2,419.07	0.00	2,048.80	0.00	0.00

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STATEMENT B

2012 Tax Information Statement

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Account Number: 26-56127

Recipient's Tax ID Number: XX-XXX2537

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

Recipient's Name and Address:
MICKY & MADELINE ARISON FAMILY FDN
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES, FL 33134-5249

Ref: EES

Corrected ☐ 2nd TIN notice ☐

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

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
46120E602	INTUITIVE SURGICAL INC COM NEW STK			ISRG						
23.0000	04/25/2012 Various				13,250.91	6,144.18	0.00	7,106.73	0.00	0.00
46120E602	INTUITIVE SURGICAL INC COM NEW STK			ISRG						
9.0000	04/25/2012 03/25/2011				5,185.14	3,001.26	0.00	2,183.88	0.00	0.00
485170302	KANSAS CITY SOUTHERN INDS INC NEW			KSU						
255.0000	04/25/2012 Various				19,536.54	10,458.39	0.00	9,078.15	0.00	0.00
713448108	PEPSICO INC			PEP						
120.0000	04/25/2012 02/01/2007				8,005.02	7,819.20	0.00	185.82	0.00	0.00
747525103	QUALCOMM INC			QCOM						
85.0000	04/25/2012 11/22/2010				5,332.78	4,051.14	0.00	1,281.64	0.00	0.00
806857108	SCHLUMBERGER LTD ISIN #AN8068571086			SLB						
175.0000	04/25/2012 Various				12,947.96	12,353.83	0.00	594.13	0.00	0.00
855244109	STARBUCKS CORP			SBUX						
360.0000	04/25/2012 Various				21,290.32	9,120.68	0.00	12,169.64	0.00	0.00
88076W103	TERADATA CORP DEL COM STK			TDC						
60.0000	04/25/2012 10/01/2010				4,106.90	2,347.03	0.00	1,759.87	0.00	0.00
966837106	WHOLE FOODS MKT INC			WFM						
135.0000	04/25/2012 Various				11,184.49	5,014.56	0.00	6,169.93	0.00	0.00

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2012 Tax Information Statement

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Recipient's Name and Address:
MICKY & MADELINE ARISON FAMILY FDN
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES, FL 33134-5249

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

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

☐ Corrected

☐ 2nd TIN notice

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

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
G2554F113	COVIDIEN PLC USD0.20(POST CONSOLDTN)			COV						
70.0000	04/25/2012	10/22/2008			3,818.41	3,029.75	0.00	788.66	0.00	0.00
713448108	PEPSICO INC			PEP						
193.0000	05/10/2012	02/01/2007			12,913.21	12,575.88	0.00	337.33	0.00	0.00
037411105	APACHE CORP			APA						
101.0000	05/15/2012	02/01/2007			8,398.19	7,159.89	0.00	1,238.30	0.00	0.00
253393102	DICK'S SPORTING GOODS INC			DKS						
120.0000	05/15/2012	04/06/2011			6,059.38	4,969.91	0.00	1,089.47	0.00	0.00
806857108	SCHLUMBERGER LTD ISIN #AN8068571086			SLB						
81.0000	05/15/2012	02/01/2007			5,375.11	5,175.09	0.00	200.02	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP			UTX						
228.0000	05/15/2012	02/01/2007			17,504.30	15,621.92	0.00	1,882.38	0.00	0.00
037411105	APACHE CORP			APA						
100.0000	05/16/2012	02/01/2007			8,324.03	7,089.00	0.00	1,235.03	0.00	0.00
806857108	SCHLUMBERGER LTD ISIN #AN8068571086			SLB						
80.0000	05/16/2012	02/01/2007			5,312.66	5,111.20	0.00	201.46	0.00	0.00
244199105	DEERE & CO			DE						
193.0000	05/21/2012	07/23/2010			14,506.57	12,341.83	0.00	2,164.74	0.00	0.00

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STATEMENT B

2012 Tax Information Statement

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Account Number: 26-56127
 Recipient's Tax ID Number: XX-XXX2537
 Recipient's Name and Address:
 MICKY & MADELINE ARISON FAMILY FDN
 C/O NORMA CASTILLO
 AFO, LLC
 2 ALHAMBRA PLAZA, SUITE 1040
 CORAL GABLES, FL 33134-5249

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

Ref: EES
 Recipient's Name and Address:
 MICKY & MADELINE ARISON FAMILY FDN
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Account Number: 26-56127
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Sales are listed at Gross Proceeds less commissions and option premiums.

CUSIP	Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbols		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
					Stocks	Bonds, etc.					
042068106		ARM HLDGS PLC SPONSORED ADR			ARMH						
297.0000		05/29/2012 Various			7,043.02		8,437.10	0.00	-1,394.08	0.00	0.00
037411105		APACHE CORP			APA						
216.0000		06/06/2012 02/01/2007			17,866.28		15,312.24	0.00	2,554.04	0.00	0.00
231021106		CUMMINS ENGINE INC			CMI						
118.0000		06/07/2012 03/17/2010			11,606.07		7,154.59	0.00	4,451.48	0.00	0.00
156782104		CERNER CORP			CERN						
262.0000		06/18/2012 06/30/2009			22,658.27		8,210.28	0.00	14,447.99	0.00	0.00
037411105		APACHE CORP			APA						
395.0000		06/26/2012 Various			32,517.49		27,621.80	0.00	4,895.69	0.00	0.00
637071101		NATIONAL-OILWELL INC			NOV						
143.0000		06/26/2012 Various			8,576.85		8,838.62	0.00	-261.77	0.00	0.00
192446102		COGNIZANT TECHNOLOGY SOLUTION CL A			CTSH						
85.0000		06/29/2012 Various			5,042.17		4,576.14	0.00	466.03	0.00	0.00
637071101		NATIONAL-OILWELL INC			NOV						
198.0000		06/29/2012 Various			12,741.70		8,840.42	0.00	3,901.28	0.00	0.00
478366107		JOHNSON CONTROLS INC			JCI						
465.0000		07/09/2012 11/16/2009			12,424.46		12,954.53	0.00	-530.07	0.00	0.00

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2012 Tax Information Statement

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Account Number: 26-56127
 Recipient's Tax ID Number: XX-XXX2537
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 MICKY & MADELINE ARISON FAMILY FDN
 C/O NORMA CASTILLO
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 CORAL GABLES, FL 33134-5249

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

☐ Corrected

☐ 2nd TIN notice

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
478366107	JOHNSON CONTROLS INC			JCI					
461.0000	07/10/2012 Various			12,437.22	12,231.89	0.00	205.33	0.00	0.00
042068106	ARM HLDGS PLC SPONSORED ADR			ARMH					
585.0000	07/11/2012 Various			13,254.98	15,163.94	0.00	-1,908.96	0.00	0.00
042068106	ARM HLDGS PLC SPONSORED ADR			ARMH					
176.0000	07/11/2012 03/10/2011			3,993.35	4,532.67	0.00	-539.32	0.00	0.00
478366107	JOHNSON CONTROLS INC			JCI					
1399.0000	07/11/2012 Various			37,687.23	36,575.85	0.00	1,111.38	0.00	0.00
192446102	COGNIZANT TECHNOLOGY SOLUTION CL A			CTSH					
299.0000	07/12/2012 Various			16,546.38	15,347.83	0.00	1,198.55	0.00	0.00
235851102	DANAHER CORP			DHR					
346.0000	07/18/2012 02/01/2007			17,992.11	12,800.27	0.00	5,191.84	0.00	0.00
235851102	DANAHER CORP			DHR					
145.0000	07/18/2012 03/25/2011			7,540.05	7,533.20	0.00	6.85	0.00	0.00
192446102	COGNIZANT TECHNOLOGY SOLUTION CL A			CTSH					
299.0000	07/23/2012 01/20/2010			16,835.59	14,039.94	0.00	2,795.65	0.00	0.00
231021106	CUMMINS ENGINE INC			CMI					
223.0000	07/23/2012 Various			19,521.54	11,003.12	0.00	8,518.42	0.00	0.00

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STATEMENT B

2012 Tax Information Statement

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MICKY & MADELINE ARISON FAMILY FDN
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES, FL 33134-5249

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

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

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
042068106	ARM HLDGS PLC SPONSORED ADR	ARMH						
562.0000	07/25/2012 03/10/2011	13,633.08	14,473.63	0.00		-840.55	0.00	0.00
023135106	AMAZON COM INC	AMZN						
51.0000	08/01/2012 Various	11,861.29	4,050.47	0.00		7,810.82	0.00	0.00
192446102	COGNIZANT TECHNOLOGY SOLUTION CL A	CTSH						
442.0000	08/06/2012 Various	28,467.43	17,314.22	0.00		11,153.21	0.00	0.00
747525103	QUALCOMM INC	QCOM						
250.0000	08/15/2012 Various	15,677.15	11,867.59	0.00		3,809.56	0.00	0.00
88076W103	TERADATA CORP DEL COM STK	TDC						
227.0000	08/21/2012 Various	17,107.57	8,809.73	0.00		8,297.84	0.00	0.00
052769106	AUTODESK, INC	ADSK						
1305.0000	08/24/2012 Various	40,230.56	38,827.29	0.00		1,403.27	0.00	0.00
550021109	LULULEMON ATHLETICA INC COM	LULU						
103.0000	09/07/2012 05/31/2011	7,776.69	4,610.69	0.00		3,166.00	0.00	0.00
189754104	COACH INC	COH						
235.0000	09/10/2012 Various	14,657.42	13,332.58	0.00		1,324.84	0.00	0.00
654106103	NIKE INC CLASS B	NKE						
74.0000	09/17/2012 02/01/2007	7,239.90	3,702.22	0.00		3,537.68	0.00	0.00

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STATEMENT B

2012 Tax Information Statement

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Account Number: 26-56127
 Recipient's Tax ID Number: XX-XXX2537
 Recipient's Name and Address:
 MICKY & MADELINE ARISON FAMILY FDN
 C/O NORMA CASTILLO
 AFO, LLC
 2 ALHAMBRA PLAZA, SUITE 1040
 CORAL GABLES, FL 33134-5249

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

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss/Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
913017109	UNITED TECHNOLOGIES CORP			UTX					
195.0000	09/17/2012	02/01/2007		16,043.83	13,360.85	0.00	2,682.98	0.00	0.00
015351109	ALEXION PHARMACEUTICALS INC			ALXN					
97.0000	09/27/2012	07/13/2010		10,861.57	2,490.97	0.00	8,370.60	0.00	0.00
253393102	DICK'S SPORTING GOODS INC			DKS					
359.0000	10/25/2012	Various		18,072.30	13,099.80	0.00	4,972.50	0.00	0.00
156782104	CERNER CORP			CERN					
281.0000	10/26/2012	Various		21,412.09	8,710.46	0.00	12,701.63	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP			UTX					
352.0000	11/01/2012	02/01/2007		28,150.46	24,118.06	0.00	4,032.40	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP			UTX					
260.0000	11/06/2012	02/01/2007		20,800.47	17,814.47	0.00	2,986.00	0.00	0.00
256746108	DOLLAR TREE INC COM STK			DLTR					
131.0000	11/15/2012	11/08/2011		5,115.38	5,212.12	0.00	-96.74	0.00	0.00
244199105	DEERE & CO			DE					
193.0000	11/19/2012	07/23/2010		16,623.98	12,341.83	0.00	4,282.15	0.00	0.00
550021109	LULULEMON ATHLETICA INC COM			LULU					
697.0000	11/19/2012	Various		49,055.36	30,221.62	0.00	18,833.74	0.00	0.00

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STATEMENT B

2012 Tax Information Statement

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Ref: EES

Recipient's Name and Address:

MICKY & MADELINE ARISON FAMILY FDN
C/O NORMA CASTILLO
AFO, LLC

2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES, FL 33134-5249

26-56127

XX-XXX2537

Account Number:

Recipient's Tax ID Number:

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

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
192446102	COGNIZANT TECHNOLOGY SOLUTION CL A			CTSH						
150.0000	12/05/2012	08/24/2009			10,498.38	5,248.62	0.00	5,249.76	0.00	0.00
192446102	COGNIZANT TECHNOLOGY SOLUTION CL A			CTSH						
172.0000	12/06/2012	08/24/2009			12,034.97	6,018.42	0.00	6,016.55	0.00	0.00
192446102	COGNIZANT TECHNOLOGY SOLUTION CL A			CTSH						
167.0000	12/07/2012	08/24/2009			11,687.60	5,843.46	0.00	5,844.14	0.00	0.00
Total Long Term 15% Sales					1,473,335.35	1,077,250.18	0.00	396,085.16	0.00	0.00

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STATEMENT B

2012 Tax Information Statement

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Ref: EES

Recipient's Name and Address:

MICKY & MADELINE ARISON FAMILY

C/O NORMA CASTILLO

AFO, LLC

2 ALHAMBRA PLAZA, SUITE 1040

CORAL GABLES, FL 33134-5249

26-91720

XX-XXX2537

Account Number:

Recipient's Tax ID Number:

☐ Corrected

☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY

P.O. BOX 803878

CHICAGO, IL 60680

2012 Proceeds from Broker and Barter Exchange Transactions

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

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales										
25179M103	DEVON ENERGY CORP NEW	02/03/2012	08/25/2011	DVN	638.64	636.64	0.00	2.00	0.00	0.00
10.0000										
25179M103	DEVON ENERGY CORP NEW	02/03/2012	08/25/2011	DVN	25,152.00	25,147.32	0.00	4.68	0.00	0.00
395.0000										
577081102	MATTEL INC	02/07/2012	Various	MAT	7,687.19	6,444.37	0.00	1,242.82	0.00	0.00
240.0000										
577081102	MATTEL INC	02/07/2012	Various	MAT	1,602.81	1,350.48	0.00	252.33	0.00	0.00
50.0000										
577081102	MATTEL INC	02/08/2012	Various	MAT	1,119.07	937.03	0.00	182.04	0.00	0.00
35.0000										
577081102	MATTEL INC	02/09/2012	05/17/2011	MAT	2,249.74	1,873.84	0.00	375.90	0.00	0.00
70.0000										
577081102	MATTEL INC	02/10/2012	05/17/2011	MAT	643.32	535.38	0.00	107.94	0.00	0.00
20.0000										
577081102	MATTEL INC	02/13/2012	Various	MAT	4,218.20	3,479.72	0.00	738.48	0.00	0.00
130.0000										
577081102	MATTEL INC	02/13/2012	Various	MAT	3,730.52	3,065.67	0.00	664.85	0.00	0.00
115.0000										

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STATEMENT C

2012 Tax Information Statement

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Ref: EES

Recipient's Name and Address:

MICKY & MADELEINE ARISON FAMILY

C/O NORMA CASTILLO

AFO, LLC

2 ALHAMBRA PLAZA, SUITE 1040

CORAL GABLES, FL 33134-5249

26-91720

XX-XXX2537

Account Number:

Recipient's Tax ID Number:

☐ Corrected

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THE NORTHERN TRUST COMPANY

P.O. BOX 803878

CHICAGO, IL 60680

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
577081102	MATTEL INC	02/13/2012	05/17/2011	MAT	535.38	0.00	113.56	0.00	0.00
20.0000					648.94				
577081102	MATTEL INC	02/14/2012	Various	MAT	2,384.17	0.00	532.84	0.00	0.00
90.0000					2,917.01				
577081102	MATTEL INC	02/14/2012	Various	MAT	9,213.98	0.00	2,121.23	0.00	0.00
350.0000					11,335.21				
577081102	MATTEL INC	02/15/2012	04/18/2011	MAT	393.47	0.00	95.49	0.00	0.00
15.0000					488.96				
577081102	MATTEL INC	02/15/2012	Various	MAT	5,341.90	0.00	1,345.08	0.00	0.00
205.0000					6,686.99				
577081102	MATTEL INC	02/15/2012	Various	MAT	7,865.01	0.00	2,058.69	0.00	0.00
305.0000					9,923.70				
577081102	MATTEL INC	02/16/2012	Various	MAT	11,812.37	0.00	3,818.36	0.00	0.00
480.0000					15,630.73				
577081102	MATTEL INC	02/16/2012	06/03/2011	MAT	386.80	0.00	102.49	0.00	0.00
15.0000					489.29				
577081102	MATTEL INC	02/16/2012	08/05/2011	MAT	2,575.65	0.00	851.65	0.00	0.00
105.0000					3,427.30				

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STATEMENT C

2012 Tax Information Statement

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Ref: EES

Account Number: 26-91720
Recipient's Tax ID Number: XX-XXX2537
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
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AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
577081102	MATTEL INC			MAT						
360.0000	02/17/2012	Various			11,696.95	8,813.50	0.00	2,883.45	0.00	0.00
032511107	ANADARKO PETROLEUM CORP			APC						
55.0000	04/13/2012	08/25/2011			4,126.67	3,771.17	0.00	355.50	0.00	0.00
032511107	ANADARKO PETROLEUM CORP			APC						
5.0000	04/16/2012	08/25/2011			371.09	342.83	0.00	28.26	0.00	0.00
025816109	AMERICAN EXPRESS CO			AXP						
425.0000	04/27/2012	08/05/2011			25,820.68	20,009.72	0.00	5,810.96	0.00	0.00
025816109	AMERICAN EXPRESS CO			AXP						
855.0000	05/01/2012	Various			52,122.54	39,554.01	0.00	12,568.53	0.00	0.00
Total Short Term Sales					192,727.55	156,470.41	0.00	36,257.14	0.00	0.00
Long Term 15% Sales										
91324P102	UNITEDHEALTH GROUP INC			UNH						
175.0000	01/03/2012	05/25/2010			9,023.02	5,001.50	0.00	4,021.52	0.00	0.00
91324P102	UNITEDHEALTH GROUP INC			UNH						
45.0000	01/04/2012	05/25/2010			2,332.53	1,286.10	0.00	1,046.43	0.00	0.00
91324P102	UNITEDHEALTH GROUP INC			UNH						
175.0000	01/04/2012	05/25/2010			9,034.64	5,001.50	0.00	4,033.14	0.00	0.00

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2012 Tax Information Statement

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Ref: EES

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

Recipient's Name and Address:
MICKY & MADELINE ARISON FAMILY
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES, FL 33134-5249

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

☐ Corrected ☐ 2nd TIN notice

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
25179M103	DEVON ENERGY CORP NEW			DVN						
440.0000	02/06/2012	05/25/2010			27,840.46	26,206.44	0.00	1,634.02	0.00	0.00
25179M103	DEVON ENERGY CORP NEW			DVN						
70.0000	02/06/2012	05/25/2010			4,423.34	4,169.21	0.00	254.13	0.00	0.00
571748102	MARSH & MCLENNAN COS INC			MMC						
380.0000	02/08/2012	05/25/2010			12,316.24	7,946.33	0.00	4,369.91	0.00	0.00
571748102	MARSH & MCLENNAN COS INC			MMC						
55.0000	02/09/2012	05/25/2010			1,790.05	1,150.13	0.00	639.92	0.00	0.00
571748102	MARSH & MCLENNAN COS INC			MMC						
695.0000	02/09/2012	05/25/2010			22,595.69	14,533.42	0.00	8,062.27	0.00	0.00
571748102	MARSH & MCLENNAN COS INC			MMC						
30.0000	02/13/2012	05/25/2010			970.12	627.34	0.00	342.78	0.00	0.00
571748102	MARSH & MCLENNAN COS INC			MMC						
635.0000	02/13/2012	05/25/2010			20,546.37	13,278.74	0.00	7,267.63	0.00	0.00
571748102	MARSH & MCLENNAN COS INC			MMC						
470.0000	02/17/2012	05/25/2010			15,043.39	9,828.36	0.00	5,215.03	0.00	0.00
902973304	US BANCORP DEL NEW			USB						
30.0000	03/19/2012	12/09/2010			962.52	774.63	0.00	187.89	0.00	0.00

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Recipients Name and Address: Ref: EES

MICKY & MADELINE ARISON FAMILY

C/O NORMA CASTILLO

AFO, LLC

2 ALHAMBRA PLAZA, SUITE 1040

CORAL GABLES, FL 33134-5249

Account Number: 26-91720

Recipients Tax ID Number: XX-XXX2537

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CHICAGO, IL 60680

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902973304	US BANCORP DEL NEW			USB						
325.0000	03/26/2012	12/09/2010			10,457.47	8,391.79	0.00	2,065.68	0.00	0.00
902973304	US BANCORP DEL NEW			USB						
95.0000	03/26/2012	12/09/2010			3,048.49	2,452.99	0.00	595.50	0.00	0.00
91324P102	UNITEDHEALTH GROUP INC			UNH						
375.0000	04/02/2012	05/25/2010			22,162.75	10,717.50	0.00	11,445.25	0.00	0.00
91324P102	UNITEDHEALTH GROUP INC			UNH						
220.0000	04/02/2012	05/25/2010			12,990.72	6,287.60	0.00	6,703.12	0.00	0.00
91324P102	UNITEDHEALTH GROUP INC			UNH						
830.0000	04/03/2012	05/25/2010			49,280.89	23,721.40	0.00	25,559.49	0.00	0.00
91324P102	UNITEDHEALTH GROUP INC			UNH						
70.0000	04/03/2012	05/25/2010			4,162.27	2,000.60	0.00	2,161.67	0.00	0.00
032511107	ANADARKO PETROLEUM CORP			APC						
95.0000	04/16/2012	05/25/2010			7,050.66	4,962.61	0.00	2,088.05	0.00	0.00
032511107	ANADARKO PETROLEUM CORP			APC						
210.0000	04/16/2012	05/25/2010			15,541.56	10,969.98	0.00	4,571.58	0.00	0.00
032511107	ANADARKO PETROLEUM CORP			APC						
145.0000	04/17/2012	05/25/2010			10,767.48	7,574.51	0.00	3,192.97	0.00	0.00

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Account Number: 26-91720

Recipient's Tax ID Number: XX-XXX2537

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MICKY & MADELINE ARISON FAMILY

C/O NORMA CASTILLO

AFO, LLC

2 ALHAMBRA PLAZA, SUITE 1040

CORAL GABLES, FL 33134-5249

THE NORTHERN TRUST COMPANY

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032511107	ANADARKO PETROLEUM CORP			APC						
10.0000	04/17/2012	05/25/2010			743.63	522.38	0.00	221.25	0.00	0.00
693475105	PNC BANK CORP			PNC						
110.0000	04/23/2012	12/09/2010			7,134.30	6,774.87	0.00	359.43	0.00	0.00
693475105	PNC BANK CORP			PNC						
330.0000	04/23/2012	Various			21,402.90	20,622.07	0.00	780.83	0.00	0.00
713448108	PEPSICO INC			PEP						
30.0000	04/23/2012	05/25/2010			1,983.86	1,868.69	0.00	115.17	0.00	0.00
713448108	PEPSICO INC			PEP						
380.0000	04/23/2012	02/14/2011			25,128.87	24,171.69	0.00	957.18	0.00	0.00
032511107	ANADARKO PETROLEUM CORP			APC						
55.0000	04/26/2012	05/25/2010			4,071.10	2,873.09	0.00	1,198.01	0.00	0.00
902973304	US BANCORP DEL NEW			USB						
180.0000	05/01/2012	Various			5,870.27	4,485.63	0.00	1,384.64	0.00	0.00
58933Y105	MERCK & CO INC			MRK						
890.0000	05/07/2012	Various			34,363.81	30,633.44	0.00	3,730.37	0.00	0.00
717081103	PFIZER INC			PFE						
1050.0000	05/21/2012	05/25/2010			23,571.97	15,781.50	0.00	7,790.47	0.00	0.00

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C/O NORMA CASTILLO
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032511107	ANADARKO PETROLEUM CORP			APC						
990.0000	05/23/2012	05/25/2010			61,938.55	51,715.62	0.00	10,222.93	0.00	0.00
032511107	ANADARKO PETROLEUM CORP			APC						
380.0000	06/04/2012	05/25/2010			21,565.77	19,850.44	0.00	1,715.33	0.00	0.00
032511107	ANADARKO PETROLEUM CORP			APC						
380.0000	06/04/2012	05/25/2010			21,767.51	19,850.44	0.00	1,917.07	0.00	0.00
902973304	US BANCORP DEL NEW			USB						
580.0000	09/12/2012	07/22/2010			19,737.60	13,769.03	0.00	5,968.57	0.00	0.00
902973304	US BANCORP DEL NEW			USB						
50.0000	09/12/2012	05/25/2010			1,703.03	1,171.00	0.00	532.03	0.00	0.00
902973304	US BANCORP DEL NEW			USB						
835.0000	09/13/2012	05/25/2010			28,473.36	19,555.70	0.00	8,917.66	0.00	0.00
902973304	US BANCORP DEL NEW			USB						
80.0000	09/13/2012	05/25/2010			2,725.27	1,873.60	0.00	851.67	0.00	0.00
30231G102	EXXON MOBIL CORP			XOM						
350.0000	09/14/2012	05/25/2010			32,284.95	20,629.00	0.00	11,655.95	0.00	0.00
902973304	US BANCORP DEL NEW			USB						
1385.0000	09/14/2012	Various			48,333.32	32,237.97	0.00	16,095.35	0.00	0.00

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2012 Tax Information Statement

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Account Number: 26-91720
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 C/O NORMA CASTILLO
 AFO, LLC
 2 ALHAMBRA PLAZA, SUITE 1040
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031162100	AMGEN INC	10/01/2012	Various	39,081.41	27,833.96	0.00	11,247.45	0.00	0.00
460.0000									
031162100	AMGEN INC	10/02/2012	05/10/2011	432.48	291.68	0.00	140.80	0.00	0.00
5.0000									
031162100	AMGEN INC	10/03/2012	08/04/2010	6,921.76	4,412.88	0.00	2,508.88	0.00	0.00
80.0000									
031162100	AMGEN INC	10/03/2012	05/10/2011	19,900.05	13,417.40	0.00	6,482.65	0.00	0.00
230.0000									
031162100	AMGEN INC	10/04/2012	08/04/2010	15,683.66	9,928.98	0.00	5,754.68	0.00	0.00
180.0000									
031162100	AMGEN INC	10/05/2012	08/04/2010	9,137.50	5,791.91	0.00	3,345.59	0.00	0.00
105.0000									
031162100	AMGEN INC	10/16/2012	08/04/2010	2,176.52	1,379.02	0.00	797.50	0.00	0.00
25.0000									
30231G102	EXXON MOBIL CORP	10/18/2012	05/25/2010	43,845.79	27,701.80	0.00	16,143.99	0.00	0.00
470.0000									
89417E109	THE TRAVELERS COMPANIES INC.	10/18/2012	05/25/2010	5,942.73	3,836.00	0.00	2,106.73	0.00	0.00
80.0000									

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MICKY & MADELEINE ARISON FAMILY
C/O NORMA CASTILLO
AFO, LLC
2 ALHAMBRA PLAZA, SUITE 1040
CORAL GABLES, FL 33134-5249

Account Number: 26-91720
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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash-Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
89417E109	THE TRAVELERS COMPANIES INC.			TRV						
265.0000		10/18/2012	05/25/2010		19,631.95	12,706.75	0.00	6,925.20	0.00	0.00
89417E109	THE TRAVELERS COMPANIES INC.			TRV						
345.0000		10/18/2012	05/25/2010		25,520.45	16,542.75	0.00	8,977.70	0.00	0.00
89417E109	THE TRAVELERS COMPANIES INC.			TRV						
95.0000		10/19/2012	05/25/2010		7,016.53	4,555.25	0.00	2,461.28	0.00	0.00
89417E109	THE TRAVELERS COMPANIES INC.			TRV						
85.0000		10/22/2012	05/25/2010		6,272.42	4,075.75	0.00	2,196.67	0.00	0.00
009158106	AIR PRODUCTS & CHEMICALS INC COM			APD						
15.0000		10/23/2012	06/17/2010		1,159.59	1,055.41	0.00	104.18	0.00	0.00
009158106	AIR PRODUCTS & CHEMICALS INC COM			APD						
200.0000		10/24/2012	Various		15,418.93	13,915.80	0.00	1,503.13	0.00	0.00
009158106	AIR PRODUCTS & CHEMICALS INC COM			APD						
15.0000		10/25/2012	05/25/2010		1,167.91	982.35	0.00	185.56	0.00	0.00
009158106	AIR PRODUCTS & CHEMICALS INC COM			APD						
35.0000		10/26/2012	05/25/2010		2,728.12	2,292.15	0.00	435.97	0.00	0.00
009158106	AIR PRODUCTS & CHEMICALS INC COM			APD						
10.0000		10/31/2012	05/25/2010		781.23	654.90	0.00	126.33	0.00	0.00

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2012 Tax Information Statement

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MICKY & MADELINE ARISON FAMILY

C/O NORMA CASTILLO

AFO, LLC

2 ALHAMBRA PLAZA, SUITE 1040

CORAL GABLES, FL 33134-5249

26-91720

XX-XXX2537

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THE NORTHERN TRUST COMPANY

P.O. BOX 803878

CHICAGO, IL 60680

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
009158106	AIR PRODUCTS & CHEMICALS INC COM			APD					
95.0000	11/01/2012	05/25/2010		7,493.17	6,221.55	0.00	1,271.62	0.00	0.00
343412102	FLUOR CORP			FLR					
145.0000	11/26/2012	Various		7,794.54	9,816.15	0.00	-2,021.61	0.00	0.00
343412102	FLUOR CORP			FLR					
105.0000	11/26/2012	Various		5,648.90	7,093.85	0.00	-1,444.95	0.00	0.00
343412102	FLUOR CORP			FLR					
30.0000	11/27/2012	05/25/2010		1,605.35	1,327.36	0.00	277.99	0.00	0.00
343412102	FLUOR CORP			FLR					
15.0000	11/27/2012	07/26/2011		802.67	1,010.60	0.00	-207.93	0.00	0.00
343412102	FLUOR CORP			FLR					
45.0000	11/27/2012	07/26/2011		2,410.25	3,031.79	0.00	-621.54	0.00	0.00
343412102	FLUOR CORP			FLR					
145.0000	11/29/2012	05/25/2010		7,754.07	6,415.55	0.00	1,338.52	0.00	0.00
343412102	FLUOR CORP			FLR					
75.0000	11/30/2012	05/25/2010		4,011.54	3,318.39	0.00	693.15	0.00	0.00
343412102	FLUOR CORP			FLR					
10.0000	12/03/2012	05/25/2010		535.81	442.45	0.00	93.36	0.00	0.00

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2012 Tax Information Statement

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 CORAL GABLES, FL 33134-5249

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
343412102	FLUOR CORP			FLR						
175.0000	12/04/2012	05/25/2010			9,373.42	7,742.91	0.00	1,630.51	0.00	0.00
89417E109	THE TRAVELERS COMPANIES INC.			TRV						
15.0000	12/12/2012	05/25/2010			1,110.26	719.25	0.00	391.01	0.00	0.00
30231G102	EXXON MOBIL CORP			XOM						
55.0000	12/13/2012	05/25/2010			4,896.66	3,241.70	0.00	1,654.96	0.00	0.00
26875P101	EOG RES INC			EOG						
220.0000	12/14/2012	02/03/2011			26,205.04	23,480.65	0.00	2,724.39	0.00	0.00
89417E109	THE TRAVELERS COMPANIES INC.			TRV						
135.0000	12/17/2012	05/25/2010			10,001.02	6,473.25	0.00	3,527.77	0.00	0.00
89417E109	THE TRAVELERS COMPANIES INC.			TRV						
220.0000	12/17/2012	05/25/2010			16,324.99	10,549.00	0.00	5,775.99	0.00	0.00
26875P101	EOG RES INC			EOG						
5.0000	12/18/2012	02/03/2011			620.05	533.65	0.00	86.40	0.00	0.00
89417E109	THE TRAVELERS COMPANIES INC.			TRV						
235.0000	12/19/2012	05/25/2010			17,408.54	11,268.25	0.00	6,140.29	0.00	0.00
26875P101	EOG RES INC			EOG						
20.0000	12/20/2012	Various			2,483.73	2,131.23	0.00	352.50	0.00	0.00

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2 ALHAMBRA PLAZA, SUITE 1040
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26-91720

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
30231G102	EXXON MOBIL CORP			XOM						
215.0000		12/21/2012	05/25/2010		18,853.25	12,672.10	0.00	6,181.15	0.00	0.00
Total Long Term	15% Sales				993,293.02	724,133.26	0.00	269,159.76	0.00	0.00

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STATEMENT C

JSA
2XA258 1 000

20-4822537
ATTACHMENT 2

JSA
2XA259 1 000
092730 446A 11/7/2013 3:14:03 PM V 12-7F

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					31,564.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					207,797.	
306,748.		3650 SHS MFC ISHARES TR RUSSEL 2000 INDE PROPERTY TYPE: SECURITIES 301,033.				P	2/14/2011	VAR
							5,715.	
237,500.		250000 SHS ENHANCED NOTE - BARCLAYS 95% PROPERTY TYPE: SECURITIES 250,000.				P	6/23/2011	12/24/2012
							-12,500.	
152,745.		NT 26-44070 SEE STMT A PROPERTY TYPE: SECURITIES 149,164.				P	VAR	VAR
							3,581.	
134,661.		5906.19 SHS MATTHEWS INTL FUNDS PROPERTY TYPE: SECURITIES 129,984.				P	VAR	3/1/2012
							4,677.	
265,339.		11637.67 SHS MATTHEWS INTL FUNDS PROPERTY TYPE: SECURITIES 174,681.				P	6/19/2009	3/1/2012
							90,658.	
821,339.		NT 26-56127 SEE STMT B PROPERTY TYPE: SECURITIES 861,643.				P	VAR	VAR
							-40,304.	
1,473,335.		NT 26-56127 SEE STMT B PROPERTY TYPE: SECURITIES 1,077,250.				P	VAR	VAR
							396,085.	
95,556.		2947.45 SHS MFO NUVEEN INVT TR TRADEWIND PROPERTY TYPE: SECURITIES 90,146.				P	VAR	3/26/12
							5,410.	
1,002,795.		30931.41 SHS MFO NUVEEN INVT TRADEWINDS PROPERTY TYPE: SECURITIES 933,737.				P	VAR	3/26/12
							69,058.	
500,000.		61804.7 SHS MFO JPM TR II HIGH YIELD FD 512,626.					VAR	10/31/12
							-12,626.	
		598.24 SHS MFO JPM TR I STRATEGIC INCOME PROPERTY TYPE: SECURITIES				P	VAR	9/19/12

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)	
7,065.		6,966.					99.	
		41738.76 SHS MFO JPM TR I STRATEGIC INCO PROPERTY TYPE: SECURITIES				P	VAR	9/19/12
492,935.		485,645.					7,290.	
		1709.54 SHS MFO U S OPP PORTFOLIO INSTL PROPERTY TYPE: SECURITIES				P	VAR	9/19/12
63,595.		56,364.					7,231.	
		14322.54 SHS MFO U S OPP PORTFOLIO INSTL					08/18/2011	09/19/2012
532,799.		500,000.					32,799.	
		35746.2 SHS MFO DOUBLELINE TOTAL RETURN PROPERTY TYPE: SECURITIES				P	03/05/2012	03/19/2012
399,285.		400,000.					-715.	
		1478.51 SHS MFO JPM TRI INTL CURRENCY IN PROPERTY TYPE: SECURITIES				P	VAR	6/6/2012
15,953.		16,140.					-187.	
		46367.49 SHS MFO JPM TRI INTL CURRENCY I PROPERTY TYPE: SECURITIES				P	VAR	06/06/2012
500,305.		502,979.					-2,674.	
		NT 26-91720 SEE STMT C PROPERTY TYPE: SECURITIES				P	VAR	VAR
192,728.		156,470.					36,258.	
		NT 26-91720 SEE STMT C PROPERTY TYPE: SECURITIES				P	VAR	VAR
993,293.		724,133.					269,160.	
TOTAL GAIN(LOSS)							<u>1,098,376.</u>	

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).
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Type or print File by the due date for filing your return See instructions	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions MICKY AND MADELEINE ARISON FAMILY FOUNDATION C/O RICHARD KOHAN, AFO LLC	Employer identification number (EIN) or 20-4822537
	Number, street, and room or suite no If a P O box, see instructions TWO ALHAMBRA PLAZA, SUITE 1040	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions CORAL GABLES, FL 33134	

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

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

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

- The books are in the care of ▶ RICHARD KOHAN, AFO LLC
Telephone No ▶ 786 270-3710 FAX No. ▶ 786 497-9860
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15, 2013.

5 For calendar year 2012, or other tax year beginning _____, 20____, and ending _____, 20____

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension TAXPAYER REQUESTS ADDITIONAL TIME IN ORDER TO GATHER THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 42,156.
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	\$ 42,156.
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 ► Date ►

Form **8868** (Rev. 1-2013)

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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	Employer identification number (EIN) or
	MICKY AND MADELEINE ARISON FAMILY FOUNDATION C/O RICHARD KOHAN, AFO LLC	20-4822537
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	TWO ALHAMBRA PLAZA, SUITE 1040 Coral Gables, FL 33134	

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

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

- The books are in the care of ► RICHARD KOHAN, AFO LLC

Telephone No ► 786 270-3710

FAX No. ► 786 497-9860

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year 20 12 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 \$	42,156.
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 \$	42,156.
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. 1-2013)