Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
TED ARISON FAMILY FOUNDATION USA, INC

A Employer identification number
59-2128429

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

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

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

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 471,347,559.

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	345,175.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	11,307,918.	11,276,482.		ATCH 1
	5a	Gross rents	33,649.	33,649.		
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	8,839,920.			
	b	Gross sales price for all assets on line 6a 70,029,152.				
	7	Capital gain net income (from Part IV, line 2)		8,839,920.		
	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	107,740.	107,740.		
	12	**Total.** Add lines 1 through 11	20,634,402.	20,257,791.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	301,492.			301,492.
	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) *	283,766.	141,883.		
	17	Interest ATCH 4	160.	160.		
	18	Taxes (attach schedule) (see instructions) ATCH 5	180,122.	173,211.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	5,850,535.	1,161,952.		4,470,408.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	6,616,075.	1,477,206.		4,771,900.
	25	Contributions, gifts, grants paid	15,569,705.			15,569,705.
	26	**Total expenses and disbursements.** Add lines 24 and 25	22,185,780.	1,477,206.		20,341,605.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-1,551,378.			
	b	**Net investment income** (if negative, enter -0-)		18,780,585.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	26,287,802.	9,322,895.	9,322,895.
	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)	29,703,545.	31,390,095.	32,533,948.
	b	Investments - corporate stock (attach schedule) ATCH 7	82,620,676.	88,022,603.	115,953,612.
	c	Investments - corporate bonds (attach schedule) ATCH 8	89,747,580.	84,597,559.	88,072,022.
	11	Investments - land, buildings, and equipment basis ▶ 407,732. Less accumulated depreciation (attach schedule) ▶	407,732.	407,732.	407,732.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	160,254,236.	172,909,798.	198,084,598.
	14	Land, buildings, and equipment basis ▶ 26,972,752. Less accumulated depreciation (attach schedule) ▶	25,569,594.	26,972,752.	26,972,752.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	414,591,165.	413,623,434.	471,347,559.
Liabilities	17	Accounts payable and accrued expenses	4,040.	1,654.	
	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)	4,040.	1,654.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	414,587,125.	413,621,780.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	414,587,125.	413,621,780.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	414,591,165.	413,623,434.	

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	414,587,125.
2	Enter amount from Part I, line 27a	2	-1,551,378.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	586,033.
4	Add lines 1, 2, and 3	4	413,621,780.
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	413,621,780.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	8,839,920.
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	23,534,838.	463,809,114.	0.050743
2010	19,229,244.	444,569,081.	0.043254
2009	17,385,362.	413,459,122.	0.042049
2008	29,481,795.	494,822,237.	0.059581
2007	27,964,240.	573,141,336.	0.048791

2 **Total** of line 1, column (d)	2	0.244418
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	0.048884
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	455,837,512.
5 Multiply line 4 by line 3	5	22,283,161.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	187,806.
7 Add lines 5 and 6	7	22,470,967.
8 Enter qualifying distributions from Part XII, line 4	8	21,744,763.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	375,612.
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	375,612.
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	375,612.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . .	6a	250,000.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	100,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	350,000.
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** ATCH 11 . . . . ▶			9	26,380.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ SAFO LLC Telephone no ▶ 305-891-0017

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

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

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

			Yes	No
16	At any time during calendar year 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?	16	X	
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶ ATCH 12			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly) **(1)** Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No **(5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No **(6)** Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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

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

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

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

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

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

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

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

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		301,492.	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 14		71,410.

Total number of others receiving over $50,000 for professional services . . . . ▶

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3 N/A	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:				
a	Average monthly fair market value of securities			1a	420,368,010.
b	Average of monthly cash balances			1b	15,030,706.
c	Fair market value of all other assets (see instructions)			1c	27,380,484.
d	**Total** (add lines 1a, b, and c)			1d	462,779,200.
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	462,779,200.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)			4	6,941,688.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	455,837,512.
6	**Minimum investment return.** Enter 5% of line 5			6	22,791,876.

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	22,791,876.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	375,612.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	375,612.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	22,416,264.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	22,416,264.
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	22,416,264.

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	20,341,605.
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	1,403,158.
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	21,744,763.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	21,744,763.

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

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					22,416,264.
2	Undistributed income, if any, as of the end of 2012:					
a	Enter amount for 2011 only				20,251,947.	
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 ▶ $ 21,744,763.					
a	Applied to 2011, but not more than line 2a				20,251,947.	
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					1,492,816.
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					20,923,448.
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					

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed·

ATCH 15

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

LETTER OF REQUEST TO FOUNDATION.

c Any submission deadlines

NONE

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

NONE

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 16				
Total . . . . ▶ **3a**				15,569,705.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Form **990-PF** (2012)

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	11,276,482.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property			16	33,649.	
7 Other investment income			14	107,740.	
8 Gain or (loss) from sales of assets other than inventory			18	8,839,920.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				20,257,791.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 20,257,791.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ 11/4/2013 ▶ CEO

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RICHARD S. WAGMAN	RSS	11/01/2013		P00300566

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

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

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
TED ARISON FAMILY FOUNDATION USA, INC

Employer identification number
59-2128429

Organization type (check one):

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

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

General Rule

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

Special Rules

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

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

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

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

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

Name of organization TED ARISON FAMILY FOUNDATION USA, INC

Employer identification number 59-2128429

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SHARI ARISON C/O SAFO LLC 20900 NE 30TH AVE, STE 1015 AVENTURA, FL 33180	$ 345,175.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization TED ARISON FAMILY FOUNDATION USA, INC

Employer identification number 59-2128429

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

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

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

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

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

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

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

Name of organization TED ARISON FAMILY FOUNDATION USA, INC

Employer identification number 59-2128429

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

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

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

2012

Name of estate or trust: TED ARISON FAMILY FOUNDATION USA, INC

Employer identification number: 59-2128429

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	33,072.
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	33,072.

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	8,806,848.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 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	8,806,848.

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

Part III	**Summary of Parts I and II** **Caution:** *Read the instructions **before** completing this part.*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			33,072.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			8,806,848.
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			8,839,920.

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-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ 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

TED ARISON FAMILY FOUNDATION USA, INC

Employer identification number

59-2128429

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a ST SALES - SEE STATEMENT A					33,072.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . 33,072.

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

Schedule D-1 (Form 1041) 2012

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a LT SALES - SEE STATEMENT A					8,744,273.
CLASS ACTION SETTLEMENTS			62,575.		62,575.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 8,806,848.

Schedule D-1 (Form 1041) 2012

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		ST SALES - SEE STATEMENT A PROPERTY TYPE: SECURITIES					VAR	VAR
							33,072.	
		LT SALES - SEE STATEMENT A PROPERTY TYPE: SECURITIES					VAR	VAR
							8,744,273.	
		CLASS ACTION SETTLEMENTS PROPERTY TYPE: SECURITIES					VAR	VAR
62,575.							62,575.	
TOTAL GAIN(LOSS)							8,839,920.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HYPERION ISRAEL VENTURE PARTNERS L.P.	37.	37.
J.P. MORGAN POOLED VENTURE CAPITAL	4,438.	4,438.
WHITEHALL PARALLEL GLOBAL	55,863.	55,863.
J.P. MORGAN DIRECT VENTURE CAPITAL	1.	1.
OTHER DIV. & INT. - NORTHERN TRUST	11,153,845.	11,122,409.
GUGGENHEIM PLUS II, L.P.	75,047.	75,047.
AMERIGAS PARTNERS, L.P.	401.	401.
INTEREST INCOME	18,286.	18,286.
TOTAL	11,307,918.	11,276,482.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INCOME/(LOSS) FROM PARTNERSHIPS		889.	889.
OTHER INCOME - NORTHERN TRUST		25,614.	25,614.
F/X GAIN FROM FORM 4797		81,237.	81,237.
	TOTALS	107,740.	107,740.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PROFESSIONAL FEES	283,766.	141,883.
TOTALS	283,766.	141,883.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PASS THRU K-1 INVESTMENT INT	160.	160.
TOTALS	160.	160.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FLORIDA REVENUE TAX	6,911.	
FOREIGN TAXES PAID	173,211.	173,211.
TOTALS	180,122.	173,211.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MANAGEMENT FEES	499,191.	499,191.	
MULTI MANAGER FEES	389,031.	389,031.	
CUSTODY FEES	145,758.	145,758.	
PASS THRU K-1 OTHER DEDUCTIONS	274.	274.	
PASS THRU K-1 PORT. DEDUCTIONS	127,698.	127,698.	
LIFE INSURANCE PREMIUMS	218,175.		
EXPENSES FOR TAFF - ISRAEL:			
SALARIES & WAGES	1,787,692.		1,787,692.
FOREIGN PROPERTY TAXES	116,722.		116,722.
EMPLOYEE BENEFITS	469,839.		469,839.
RENTAL EXPENSE	75,380.		75,380.
REPAIRS & MAINTENANCE	217,407.		217,407.
PROFESSIONAL FEES - LEGAL	49,977.		49,977.
PROFESSIONAL FEES - OTHER	393,179.		393,179.
OFFICE SUPPLIES	18,714.		18,714.
PRINTING & PUBLICATIONS	20,584.		20,584.
TRAVEL EXPENSES	274,076.		274,076.
MARKETING EXPENSES	506,266.		506,266.
UTILITIES EXPENSES	46,256.		46,256.
BANK FEES	2,052.		2,052.
SUPPLIES	424,944.		424,944.
OTHER EXPENSES	67,320.		67,320.
TOTALS	5,850,535.	1,161,952.	4,470,408.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OTHER DOMESTIC	88,022,603.	115,953,612.
TOTALS	88,022,603.	115,953,612.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS	84,597,559.	88,072,022.
TOTALS	84,597,559.	88,072,022.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AURORA OFFSHORE FUND LTD II	9,300,000.	11,586,785.
GUGGENHEIM PLUS II, LP	9,446,857.	10,167,512.
HYPERION	1,003,412.	883,012.
APAX EUROPE VII-B LP	5,973,524.	6,695,799.
WHITEHALL	440,734.	214,680.
ALTIMA HEDGE FUND	4,663,935.	3,184,512.
YORK CREDIT FUND	7,000,000.	10,747,038.
INTERNATIONAL EQUITY SECURITY	48,589,643.	65,217,081.
CD&R FUND VII	1,083,394.	2,547,156.
CAP II PRIVATE INVESTORS	250,811.	872,960.
APOLLO INVESTMENT FUND VI	1,239,423.	1,888,672.
JP MORGAN VENT CAP PRVT INVEST	988,966.	1,309,636.
JP MORGAN MOSAIC REIT	211.	1.
MUTUAL FUNDS	37,660,649.	37,095,875.
GRACIE INTERNATIONAL CREDIT OP	133,239.	256,334.
STANDARD PACIFIC CAP OFFSHORE	10,000,000.	9,868,367.
WINTON FUTURES FUND	10,000,000.	10,837,865.
JP MORGAN DAILY LIQUIDITY CPP	10,000,000.	9,052,180.
JP MORGAN CHINA PRIVATE INVEST	135,000.	92,817.
ATLAS GLOBAL LLC	10,000,000.	10,425,816.
SOUTHPAW CREDIT OP PARTNERS	5,000,000.	5,140,500.
TOTALS	172,909,798.	198,084,598.

ATTACHMENT 10

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

DESCRIPTION		AMOUNT
BOOK/TAX DIFFERENCE		586,033.
	TOTAL	586,033.

ATTACHMENT 12

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

UNITED KINGDOM
ISRAEL

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SHARI ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	CHAIRMAN 5.00	0	0	0
SHLOMIT DE-VRIES 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	VICE PRES./PART TIME 5.00	0	0	0
MARILYN ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	TRUSTEE/PART TIME 5.00	0	0	0
JASON ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	CEO/FULL TIME 40.00	301,492.	0	0
DAVID ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	TRUSTEE/PART TIME 5.00	0	0	0
CASSIE ARISON SUEIRAS 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	TRUSTEE/PART TIME 5.00	0	0	0
	GRAND TOTALS	301,492.	0	0

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

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
SHELDON SCHNEIDER 4082 BATTERSEA ROAD COCONUT GROVE, FL 33133	INVESTMENT ADVISOR	71,410.
TOTAL COMPENSATION		71,410.

ATTACHMENT 15

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

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

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

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOTAL GRANTS PAID - SEE STATEMENT B	NONE PUBLIC CHARITIES	GENERAL FUND	15,569,705.
		TOTAL CONTRIBUTIONS PAID	15,569,705.

TED ARISON FAMILY FOUNDATION USA, INC.
YEAR ENDED DECEMBER 31, 2012
DETAIL WORKSHEET FOR GAINS/LOSSES

	Total Proceeds	Total Cost	Realized G/L	ST Breakout	LT Breakout
Northern Trust (various accounts) - See Attached Statement	69,966,577	(60,302,512)	**9,664,065**	**1,406,858**	**8,257,207**
Short Term Capital Gain Adjustment			(1,498,692)	**(1,498,692)**	-
Schedules K-1:					
J.P. Morgan Direct			61	-	61
J.P. Morgan Pooled			210,085	1,439	208,646
Hyperion Israel			-	-	-
Whitehall Parallel			12,186	164	12,022
Amerigas Partners (New)			(30)	-	(30)
Guggenheim			389,670	123,303	266,367
Subtotal for Schedules K-1			**611,972**	**124,906**	**487,066**
Subtotal for all Securities above (as shown on tax return):			**8,777,345**	**33,072**	**8,744,273**
Other Capital Gains/Losses.					
Class Action Proceeds	62,575	-	**62,575**	-	**62,575**
TOTALS	***70,029,152***		***8,839,920***	***33,072***	***8,806,848***

STATEMENT A

◆ Realized Gain/Loss Summary - Taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Sales							
Equities							
Common stock							
Australia - AUD	213,168 67	-143,203 04	0 00	35,571 93	34,393 70	0 00	69,965 63
Australia - USD	272,245 73	-248,509 58	-2,270 77	26,006 92	0 00	-2,270 77	26,006 92
Canada - CAD	562,953 18	-480,652 07	-46,606 57	119,563 12	9,344 56	-49,637 68	131,938 79
Canada - USD	51,851 14	-47,788 32	0 00	4,062 82	0 00	0 00	4,062 82
China - HKD	219,743 69	-182,168 55	0 00	37,819 81	-244 67	0 00	37,575 14
Denmark - DKK	103,562 60	-38,574 03	-9 67	67,422 36	-2,424 12	-37 09	65,025 66
France - EUR	442,348 56	-429,492 86	-86 96	23,611 50	-10,668 84	-157 35	13,013 05
Germany - EUR	200,501 47	-309,755 15	-1,952 77	-85,430 63	-21,870 28	-3,438 94	-105,814 74
Hong Kong - HKD	495,239 01	-361,828 25	-413 00	133,115 08	708 68	-418 63	133,829 39
India - USD	56,836 06	-18,783 20	0 00	38,052 86	0 00	0 00	38,052 86
Ireland - GBP	20,644 29	-11,615 20	0 00	8,839 03	190 06	0 00	9,029 09
Italy - EUR	45,360 11	-24,127 42	20 49	18,620 06	2,592 14	188 43	21,044 26
Japan - JPY	857,107 73	-887,611 53	-9,516 91	-211,378 39	190,391 50	-9,469 73	-21,034 07
KOREA, REPUBLIC OF - USD	73,797 83	-58,468 26	4,560 38	10,769 19	0 00	4,560 38	10,769 19
Mexico - MXN	57,462 99	-15,311 52	0 00	45,076 79	-2,925 32	0 00	42,151 47
Mexico - USD	164,260 30	-107,281 52	9,447 39	47,531 39	0 00	9,447 39	47,531 39
Netherlands - EUR	158,387 56	-161,164 31	0 00	-197 34	-2,579 41	0 00	-2,776 75
Norway - NOK	62,022 45	-55,194 93	2,809 27	4,016 13	2 12	1,960 55	4,866 97
Norway - USD	71,262 31	-97,851 10	-26,588 79	0 00	0 00	-26,588 79	0 00

STATEMENT A

◆ Realized Gain/Loss Summary - Taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Sales							
Equities							
Common stock							
Portugal - EUR	56,394 75	-109,632 09	-2,796 99	-42,645 52	-7,794 83	-3,641 11	-49,596 23
Singapore - SGD	16,566 92	-22,371 98	0 00	-5,923 10	118 04	0 00	-5,805 06
Spain - EUR	174,735 38	-282,941 20	38 39	-92,027 76	-16,216 45	-1,003 41	-107,202 41
Sweden - SEK	108,559 33	-85,153 63	17,125 71	5,336 74	943 25	17,865 97	5,539 73
Switzerland - CHF	115,579 71	-70,359 48	1,334 48	32,674 80	11,210 95	201 99	45,018 24
Switzerland - USD	114,126 78	-118,474 50	2,881 69	-7,229 41	0 00	2,881 69	-7,229 41
Taiwan - USD	62,316 30	-36,699 01	0 00	25,617 29	0 00	0 00	25,617 29
United Kingdom - GBP	1,052,099 18	-747,173 62	-2,284 18	327,103 53	-19,893 79	-2,277 92	307,203 48
United Kingdom - USD	503,871 36	-476,489 83	-14,524 11	41,905 64	0 00	-14,524 11	41,905 64
United States - USD	15,330,050 30	-13,796,433 13	-89,919 39	1,623,536 56	0 00	-89,919 39	1,623,536 56
Total common stock	**21,663,055.69**	**-19,425,109.31**	**-158,752.31**	**2,231,421.40**	**165,277.29**	**-166,278.52**	**2,404,224.90**
Funds - equities etf							
United States - USD	17,137,131 11	-13,487,097 71	0 00	3,650,033 40	0 00	0 00	3,650,033 40
Total funds - equities etf	**17,137,131.11**	**-13,487,097.71**	**0.00**	**3,650,033.40**	**0.00**	**0.00**	**3,650,033.40**
Stapled securities							
Australia - AUD	19,612 80	-16,384 00	2,698 39	0 00	530 41	3,228 80	0 00
Total stapled securities	**19,612.80**	**-16,384.00**	**2,698.39**	**0.00**	**530.41**	**3,228.80**	**0.00**

STATEMENT A

◆ Realized Gain/Loss Summary - Taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Sales							
Total S/T translation gain/loss for equities					-6,995.80		
Total L/T translation gain/loss for equities					172,803.50		
Total realized gains for equities			504,502.34	7,215,446.13	305,049.30	504,044.42	7,355,051.09
Total realized losses for equities			-660,556.26	-1,333,991.33	-139,241.60	-667,094.14	-1,300,792.79
Total Equities	38,819,799.60	-32,928,591.02	-156,053.92	5,881,454.80	165,807.70	-163,049.72	6,054,258.30
Fixed income							
Funds - corporate bond							
United States - USD	10,000,000 00	-9,731,980 28	6,021 79	261,997 93	0 00	6,021 79	261,997 93
Total funds - corporate bond	10,000,000.00	-9,731,980.28	6,021.79	261,997.93	0.00	6,021.79	261,997.93
Total S/T translation gain/loss for fixed income					0.00		
Total L/T translation gain/loss for fixed income					0.00		
Total realized gains for fixed income			6,021.79	261,997.93	0.00	6,021.79	261,997.93
Total realized losses for fixed income			0.00	0.00	0.00	0.00	0.00
Total Fixed Income	10,000,000.00	-9,731,980.28	6,021.79	261,997.93	0.00	6,021.79	261,997.93
Venture capital and partnerships							
Partnerships							
United States - USD	2,389,617 35	-2,389,617 35	0 00	0 00	0 00	0 00	0 00
Total partnerships	2,389,617.35	-2,389,617.35	0.00	0.00	0.00	0.00	0.00
Total S/T translation gain/loss for venture capital and partnerships					0.00		
Total L/T translation gain/loss for venture capital and partnerships					0.00		
Total realized gains for venture capital and partnerships			0.00	0.00	0.00	0.00	0.00
Total realized losses for venture capital and partnerships			0.00	0.00	0.00	0.00	0.00
Total Venture Capital and Partnerships	2,389,617.35	-2,389,617.35	0.00	0.00	0.00	0.00	0.00
Hedge fund							

STATEMENT A

◆ Realized Gain/Loss Summary - Taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Sales							
Hedge fund							
Hedge equity							
United States - USD	4,866,761 01	-4,866,761 01	0 00	0 00	0 00	0 00	0 00
Total hedge equity	**4,866,761.01**	**-4,866,761.01**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total S/T translation gain/loss for hedge fund					**0.00**		
Total L/T translation gain/loss for hedge fund					**0.00**		
Total realized gains for hedge fund			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total realized losses for hedge fund			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total Hedge Fund	**4,866,761.01**	**-4,866,761.01**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total Sales	**56,076,177.96**	**-49,916,949.66**	**-150,032.13**	**6,143,452.73**	**165,807.70**	**-157,027.93**	**6,316,256.23**
Principal Paydowns							
Venture capital and partnerships							
Partnerships							
Europe Region - EUR	338,947 26	-377,242 95	0 00	0 00	-38,295 69	0 00	-38,295 69
Total partnerships	**338,947.26**	**-377,242.95**	**0.00**	**0.00**	**-38,295.69**	**0.00**	**-38,295.69**
Total S/T translation gain/loss for venture capital and partnerships					**0.00**		
Total L/T translation gain/loss for venture capital and partnerships					**-38,295.69**		
Total realized gains for venture capital and partnerships			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total realized losses for venture capital and partnerships			**0.00**	**0.00**	**-38,295.69**	**0.00**	**-38,295.69**
Total Venture Capital and Partnerships	**338,947.26**	**-377,242.95**	**0.00**	**0.00**	**-38,295.69**	**0.00**	**-38,295.69**
Total Principal Paydowns	**338,947.26**	**-377,242.95**	**0.00**	**0.00**	**-38,295.69**	**0.00**	**-38,295.69**

Other Gain/Loss

Equities

◆ Realized Gain/Loss Summary - Taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Other Gain/Loss							
Equities							
Funds - common stock							
Asia Region - USD	89,598 97	0 00	2,839 07	86,759 90	0 00	2,839 07	86,759 90
United States - USD	1,002,830 03	0 00	0 00	1,002,830 03	0 00	0 00	1,002,830 03
Total funds - common stock	**1,092,429.00**	**0.00**	**2,839.07**	**1,089,589.93**	**0.00**	**2,839.07**	**1,089,589.93**
Total S/T translation gain/loss for equities					**0.00**		
Total L/T translation gain/loss for equities					**0.00**		
Total realized gains for equities			**2,839.07**	**1,089,589.93**	**0.00**	**2,839.07**	**1,089,589.93**
Total realized losses for equities			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total Equities	**1,092,429.00**	**0.00**	**2,839.07**	**1,089,589.93**	**0.00**	**2,839.07**	**1,089,589.93**
Fixed income							
Funds - corporate bond							
United States - USD	474,038 01	0 00	382,774 26	91,263 75	0 00	382,774 26	91,263 75
Total funds - corporate bond	**474,038.01**	**0.00**	**382,774.26**	**91,263.75**	**0.00**	**382,774.26**	**91,263.75**
Funds - government agencies							
International Region - USD	273,623 15	0 00	2,710 72	270,912 43	0 00	2,710 72	270,912 43
Total funds - government agencies	**273,623.15**	**0.00**	**2,710.72**	**270,912.43**	**0.00**	**2,710.72**	**270,912.43**
Funds - other fixed income							
United States - USD	1,546,206 26	0 00	1,110,131 44	436,074 82	0 00	1,110,131 44	436,074 82
Total funds - other fixed income	**1,546,206.26**	**0.00**	**1,110,131.44**	**436,074.82**	**0.00**	**1,110,131.44**	**436,074.82**

STATEMENT A

◆ Realized Gain/Loss Summary - Taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Other Gain/Loss							
Total S/T translation gain/loss for fixed income					**0.00**		
Total L/T translation gain/loss for fixed income					**0.00**		
Total realized gains for fixed income			**1,495,616.42**	**798,251.00**	**0.00**	**1,495,616.42**	**798,251.00**
Total realized losses for fixed income			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total Fixed Income	**2,293,867.42**	**0.00**	**1,495,616.42**	**798,251.00**	**0.00**	**1,495,616.42**	**798,251.00**
Venture capital and partnerships							
Partnerships							
United States - USD	74,625 85	0 00	74,625 85	0 00	0 00	74,625 85	0 00
Total partnerships	**74,625.85**	**0.00**	**74,625.85**	**0.00**	**0.00**	**74,625.85**	**0.00**
Total S/T translation gain/loss for venture capital and partnerships					**0.00**		
Total L/T translation gain/loss for venture capital and partnerships					**0.00**		
Total realized gains for venture capital and partnerships			**74,625.85**	**0.00**	**0.00**	**74,625.85**	**0.00**
Total realized losses for venture capital and partnerships			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total Venture Capital and Partnerships	**74,625.85**	**0.00**	**74,625.85**	**0.00**	**0.00**	**74,625.85**	**0.00**
Total Other Gain/Loss	**3,460,922.27**	**0.00**	**1,573,081.34**	**1,887,840.93**	**0.00**	**1,573,081.34**	**1,887,840.93**
Capital Changes							
Equities							
Common stock							
Brazil - USD	13 07	-24 20	-11 13	0 00	0 00	-11 13	0 00
Canada - USD	3,831 15	0 00	0 00	3,831 15	0 00	0 00	3,831 15
Netherlands - EUR	22,442 22	-15,260 38	0 00	7,624 60	-442 76	0 00	7,181 84
Puerto Rico - USD	30 51	0 00	0 00	30 51	0 00	0 00	30 51
United Kingdom - GBP	78,040 97	-60,877 50	870 54	19,412 14	-3,119 21	793 86	16,369 61

◆ Realized Gain/Loss Summary - Taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Capital Changes							
Equities							
Common stock							
United Kingdom - USD	38 64	0 00	0 00	38 64	0 00	0 00	38 64
United States - USD	58,357 09	0 00	0 00	58,357 09	0 00	0 00	58,357 09
Total common stock	**162,753.65**	**-76,162.08**	**859.41**	**89,294.13**	**-3,561.97**	**782.73**	**85,808.84**
Rights/warrants							
France - EUR	109 87	0 00	0 80	109 08	-0 01	0 80	109 07
Spain - EUR	8,266 09	0 00	2,778 86	5,487 20	0 03	2,778 88	5,487 21
Total rights/warrants	**8,375.96**	**0.00**	**2,779.66**	**5,596.28**	**0.02**	**2,779.68**	**5,596.28**
Total S/T translation gain/loss for equities					**-76.66**		
Total L/T translation gain/loss for equities					**-3,485.29**		
Total realized gains for equities			**3,650.20**	**94,839.29**	**175.86**	**3,573.54**	**91,649.87**
Total realized losses for equities			**-11.13**	**51.12**	**-3,737.81**	**-11.13**	**-244.75**
Total Equities	**171,129.61**	**-76,162.08**	**3,639.07**	**94,890.41**	**-3,561.95**	**3,562.41**	**91,405.12**
Total Capital Changes	**171,129.61**	**-76,162.08**	**3,639.07**	**94,890.41**	**-3,561.95**	**3,562.41**	**91,405.12**
Foreign Exchange							
Foreign exchange							
Foreign exchange							
Australian dollar sales - AUD	-230,014 36	229,112 15	0 00	0 00	-902 21	-902 21	0 00
British pound sterling sales - GBP	-1,196,234 50	1,196,462 50	0 00	0 00	228 00	228 00	0 00
Canadian dollar sales - CAD	-576,458 43	576,716 86	0 00	0 00	258 43	258 43	0 00
Danish krone sales - DKK	-106,546 64	107,344 60	0 00	0 00	797 96	797 96	0 00

STATEMENT A

◆ Realized Gain/Loss Summary - Taxable

Foreign Exchange

Foreign exchange

Foreign exchange

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Euro sales - EUR	-935,260 07	932,063 73	0 00	0 00	-3,196 34	-3,196 34	0 00
Hong Kong dollar sales - HKD	-748,002 85	747,993 59	0 00	0 00	-9 26	-9 26	0 00
Japanese yen sales - JPY	-605,818 44	607,176 38	0 00	0 00	1,357 94	1,357 94	0 00
Mexican peso sales - MXN	-57,607 53	57,439 80	0 00	0 00	-167 73	-167 73	0 00
New Zealand dollar sales - NZD	-284 35	285 00	0 00	0 00	0 65	0 65	0 00
Norwegian krone sales - NOK	-98,910 22	98,798 50	0 00	0 00	-111 72	-111 72	0 00
Singapore dollar sales - SGD	-18,451 16	18,410 32	0 00	0 00	-40 84	-40 84	0 00
Swedish krona sales - SEK	-113,504 17	113,401 45	0 00	0 00	-102 72	-102 72	0 00
Swiss franc sales - CHF	-144,265 93	144,230 04	0 00	0 00	-35 89	-35 89	0 00
United States dollar sales - USD	-4,288,499 34	4,288,499 34	0 00	0 00	0 00	0 00	0 00
Australian dollar purchases - AUD	213,657 23	-213,402 73	0 00	0 00	254 50	254 50	0 00
British pound sterling purchases - GBP	243,252 18	-243,115 25	0 00	0 00	136 93	136 93	0 00
Canadian dollar purchases - CAD	802 68	-800 00	0 00	0 00	2 68	2 68	0 00
Danish krone purchases - DKK	90,780 73	-90,600 00	0 00	0 00	180 73	180 73	0 00
Euro purchases - EUR	1,626,521 54	-1,628,372 71	0 00	0 00	-1,851 17	-1,851 17	0 00
Hong Kong dollar purchases - HKD	414,251 85	-414,229 72	0 00	0 00	22 13	22 13	0 00
Japanese yen purchases - JPY	772,753 69	-771,641 25	0 00	0 00	1,112 44	1,112 44	0 00
Norwegian krone purchases - NOK	111,640 91	-111,200 00	0 00	0 00	440 91	440 91	0 00
Singapore dollar purchases - SGD	362,217 17	-361,585 50	0 00	0 00	631 67	631 67	0 00

STATEMENT A

◆ Realized Gain/Loss Summary - Taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Foreign Exchange							
Foreign exchange							
Foreign exchange							
Swedish krona purchases - SEK	312,582 90	-311,416 68	0 00	0 00	1,166 22	1,166 22	0 00
Swiss franc purchases - CHF	143,032 07	-142,135 50	0 00	0 00	896 57	896 57	0 00
United States dollar purchases - USD	4,829,434 92	-4,829,434 92	0 00	0 00	0 00	0 00	0 00
Total foreign exchange	**1,069.88**	**0.00**	**0.00**	**0.00**	**1,069.88**	**1,069.88**	**0.00**
Total S/T translation gain/loss for foreign exchange					**1,069.88**		
Total L/T translation gain/loss for foreign exchange					**0.00**		
Total realized gains for foreign exchange			**0.00**	**0.00**	**18,337.75**	**18,337.75**	**0.00**
Total realized losses for foreign exchange			**0.00**	**0.00**	**-17,267.87**	**-17,267.87**	**0.00**
Total Foreign exchange	**1,069.88**	**0.00**	**0.00**	**0.00**	**1,069.88**	**1,069.88**	**0.00**
Total Foreign Exchange	**1,069.88**	**0.00**	**0.00**	**0.00**	**1,069.88**	**1,069.88**	**0.00**
Gain/Loss on Cash Disbursements							
Gain/loss on cash disbursements							
Gain/loss on cash disbursements							
Australian dollar - AUD	470,733 62	-468,634 48	0 00	0 00	2,099 14	2,099 14	0 00
British pound sterling - GBP	1,499,353 65	-1,501,420 13	0 00	0 00	-2,066 48	-2,066 48	0 00
Canadian dollar - CAD	574,417 04	-576,376 99	0 00	0 00	-1,959 95	-1,959 95	0 00
Danish krone - DKK	197,851 57	-199,014 49	0 00	0 00	-1,162 92	-1,162 92	0 00
Euro - EUR	2,958,798 10	-2,957,950 06	0 00	0 00	848 04	848 04	0 00
Hong Kong dollar - HKD	1,132,433 26	-1,132,456 59	0 00	0 00	-23 33	-23 33	0 00
Japanese yen - JPY	1,701,731 05	-1,705,009 66	0 00	0 00	-3,278 61	-3,278 61	0 00

◆ Realized Gain/Loss Summary - Taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Gain/Loss on Cash Disbursements							
Gain/loss on cash disbursements							
Gain/loss on cash disbursements							
Mexican peso - MXN	51,807 19	-51,662 65	0 00	0 00	144 54	144 54	0 00
New Zealand dollar - NZD	284 35	-271 42	0 00	0 00	12 93	12 93	0 00
Norwegian krone - NOK	209,638 29	-210,731 92	0 00	0 00	-1,093 63	-1,093 63	0 00
Singapore dollar - SGD	390,388 27	-391,021 36	0 00	0 00	-633 09	-633 09	0 00
Swedish krona - SEK	437,174 56	-441,684 11	0 00	0 00	-4,509 55	-4,509 55	0 00
Swiss franc - CHF	293,718 77	-295,923 49	0 00	0 00	-2,204 72	-2,204 72	0 00
Total gain/loss on cash disbursements	**9,918,329.72**	**-9,932,157.35**	**0.00**	**0.00**	**-13,827.63**	**-13,827.63**	**0.00**
Total S/T translation gain/loss for gain/loss on cash disbursements					**-13,827.63**		
Total L/T translation gain/loss for gain/loss on cash disbursements					**0.00**		
Total realized gains for gain/loss on cash disbursements			**0.00**	**0.00**	**22,334.08**	**22,334.08**	**0.00**
Total realized losses for gain/loss on cash disbursements			**0.00**	**0.00**	**-36,161.71**	**-36,161.71**	**0.00**
Total Gain/Loss on Cash Disbursements	**9,918,329.72**	**-9,932,157.35**	**0.00**	**0.00**	**-13,827.63**	**-13,827.63**	**0.00**
Total Gain/Loss on Cash Disbursements	**9,918,329.72**	**-9,932,157.35**	**0.00**	**0.00**	**-13,827.63**	**-13,827.63**	**0.00**

STATEMENT A

◆ Realized Gain/Loss Summary - Taxable

			Realized gain/loss				
			Market			Total	
	Proceeds	Cost	Short Term	Long Term	Translation	Short Term	Long Term
Total Short Term Gain Proceeds	5,076,327.98						
Total Short Term Loss Proceeds	3,389,429.78						
Total Long Term Gain Proceeds	37,394,633.75						
Total Long Term Loss Proceeds	3,977,885.54						
Total Undetermined Tax Loss Proceeds	12,871,921.29						
Additional Short Term Proceeds from Zero G/L Transactions	113,928.85						
Additional Long Term Proceeds from Zero G/L Transactions	7,142,449.51						
Short Term Proceeds due to REIT Re-Allocation	0.00						
Long Term Proceeds due to REIT Re-Allocation	0.00						
Total Short Term Proceeds	8,518,290.97						
Total Long Term Proceeds	48,576,364.44						
Total S/T translation gain/loss					-19,830.21		
Total L/T translation gain/loss					131,022.52		
Total realized gains			2,087,255.67	9,460,124.28	345,896.99	2,127,392.92	9,596,539.82
Total realized losses			-660,567.39	-1,333,940.21	-234,704.68	-720,534.85	-1,339,333.23
Total realized gain/loss	69,966,576.70	-60,302,512.04	1,426,688.28	8,126,184.07	111,192.31	1,406,858.07	8,257,206.59

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

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

STATEMENT A

EIN: 59-2128429
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2012

Recipient	*If recipient is an individual, show any relationship to Fdn Mgr., or sub. Cont.*	*Foundation Status of Recipient*	*Purpose of grant or contribution*	*Amount*
Access Israel	N/A	well fare & educational services for the disabled	Raising awareness for accessibility in elementary schools	62,000 00
All One A Public Benefit Company Ltd	N/A	Non-Profit private Organization	Operation budget	12,000 00
America Israel Cultural Foundation	N/A	Education-University	5 yr pleadge for supporting the organizations activity in 2011-2012 (3 of 5)	500,000.00
American friends of Meshi	N/A	501C3 ORG	Purchase wheelchairs	60,000.00
American Friends of Sunrise Israel	N/A	501C3 ORG	Supporting the Passover camp for children with cancer	51 721 00
American Friends of Technoda, Inc	N/A	501C3 ORG	Equipment grant for the Medical Simulation Unit	75,000 00
American Friends of the Alliance	N/A	501C3 ORG	Funding the "Cracking the Glass Ceiling"	100,000 00
Amutat El Sabar	N/A	gallery - arts & culture	Supporting art classes for children & youth at risk	30,400 00
Amutat Tsimaon LTD	N/A	well fare services for youth at risk	Spaces for delvelopment	48,000 00
Assc of the Deaf in Israel	N/A	services for the disabled	Supporting the "Video Communications Center for the Deaf	28,800 00
Association for Change in Education	N/A	scholarships educational org.	3rd payment out of a 3 year pledge (Katzir Foundation)	121,099 00
Athena Fund	N/A	educational org.	2 of 3 pledge (Laptops for teachers program)	100,000 00
Baderech El - Bateva School	N/A	special education system for the disabled	Supporting the integration of multiple complicated learning disabilities with "Main Streaming St. .	50 000 00
Be - Atzmi	N/A	Non-Profit Organization/ Welfare Services	Supporting "Empowerment for Employment" Program - A joint program with the Ministry of Social Af	563,526 00
Beit berl Academic College	N/A	University	Supporting Prof Gidron's book "Social Business in Israel"	30,000 00
Bet-Eyal	N/A	sports & recreation activity for the disabled	Supporting the "Construction a Life for People with Disabilities" project	13,348 00
Bishvil Hahaim	N/A	well fare services	2nd of 3 payments to support organizations support groups for families	25,000 00
Council on Foundations	N/A	501C3 ORG	Membership Dues 11/2012-12/2013	40,000 00
Essence of Life	N/A	Non-Profit private Organization	Vision Ventures -General Operation Budget 2012	2,206,737 00
Friends of Assaf Harofeh Medical Center	N/A	501C3 ORG	Supporting the 4th year of 2 Orthopedic interns	118,000.00
Friends of Ethiopian Jews	N/A	501C3 ORG	Supporting the organizations activity	30,000 00
Friends of Schneider	N/A	501C3 ORG	Support of children with cancer	40,000 00
Friends of Tel Aviv University	N/A	501C3 ORG	Supporting the Mentoring Girls for Girls Program	89,707.00
Friends of Tzad Kadima	N/A	501C3 ORG	Alternative communication for children	40,000 00
Friends of Unistream	N/A	501C3 ORG	Supoprting the activities of the Netivot Center	65,316 00
Glaop - Gosher Le'aava and Ptihot	N/A	well fare services for youth at risk	Supporting the "Training for Life Project"	112,770 00
Greater Miami Jewish Federation	N/A	501C3 ORG	2nd of 5 payments	1,000,000 00
Gvanim Association	N/A	Community Services	Emergency Aid	68,950.00

STATEMENT B

EIN: 59-2128429
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2012

Recipient	*If recipient is an individual, show any relationship to Fdn. Mgr., or sub. Cont.*	*Foundation Status of Recipient*	*Purpose of grant or contribution*	*Amount*
Hammoota Lepitooh Shirootey Revaha Blood	N/A	municipality well fare services	Supporting the day care for the disabled infants activity	51,250 00
Hapoel Osishkin	N/A	sports activity for the disabled	Supporting the "Red Basketball Project" in 2012-2013	12,373.00
Hapoel Tel Aviv-Ussishkin Basketball Club	N/A	sports activity for youth at risk	Supporting "Red Basketball" project	20,000 00
Hut Hameshulash	N/A	well fare services for youth at risk	Supporting the organization's activity	28,239 00
Jewish Funders Network	N/A	501C3 ORG	See attached	152,666 00
Knafayim Shel Krembo	N/A	well fare services for the disabled	Supporting the activities of the Northern branches	101,340 00
Leo Baeck Education Center LTD	N/A	school & community center	Supporting "It's All Abount You" Project	50,568 00
Lotan's Way	N/A	educational & recreation services for the disabled	Funding the "Desert Wildness Therapy for Youth at Risk" Project	80,000 00
Matan Your Way To Give	N/A	Public Charity (Israel)	2012 membership fee(5000$)+special grant (150,000$)	155 000 00
Milbat A Non-Profit Organization	N/A	rehabilitation services for the disabled	sponsoring 54 mobile toilet kits for disabled& elerly people(22,064$)+Migbala lelo Hagbala Project (70,000$)	92,065 00
Namag Association of AMD	N/A	well fare services for the disabled	Supporting the "Information Campaign to Professionals & Elderly Population" project	32,300 00
PEF, Israel Endowment Funds	N/A	501C3 ORG	See attached	1,250,491 00
Ruach Tova	N/A	Public Charity (Israel)	Vision Ventures -General Operation Budget 2012	3,636,922 00
Sesame Workshop	N/A	Educational Org	Supporting the development of educational content for children (5th & last payment)	100,000 00
Shahaf Foundation	N/A	Community Services	2nd payment of 3 year pledge to support Shahaf communities	50,000 00
Shanti House	N/A	well fare services for youth at risk	General Support	50,000 00
Sheatufim	N/A	well fare services for deprived populations	2nd payment to support National Civic Forum	100,000 00
Grants to Invdividuals	N/A		Grants to individuals 2012	717,000 00
GoodNet		Non-Profit	General Operation Budget 2012	427,903 00
The American Friends of Beit Issie Shapir	N/A	501C3 ORG	3rd and last payment: Supporting the national program for kids with special needs	30,000 00
The American Jewish Joint Distribution	N/A	501C3 ORG	1st of 2 year pledge to support the "Friending" model	50,000.00
The Center for Young Art Public	N/A	Non-Profit private Organization	Vision Ventures -General Operation Budget 2012	1,006,741 00
The Hebrew University of Jerusalem	N/A	University	Supporting the International conference of "Cross Border Giving"	5,000 00
The Interdisciplinary Ctr Herzelia	N/A	Educational Facility-College	5rd payment for the GMBA program Awareness Concept	750,000 00
The Interdisciplinary Ctr Herzelia		Educational Facility-College	1nd payment for the research and promotion of the Communication	250,000 00
The Tel Aviv Education & Cultural Co	N/A	education	Supporting the "Padagogic Training project"	72,500 00
The Tel Aviv Foundation	N/A	Community Services	Last payment for the Conservatory Building	350 000 00

STATEMENT B

EIN: 59-2128429

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2012

Recipient	*If recipient is an individual, show any relationship to Fdn. Mgr, or sub. Cont.*	*Foundation Status of Recipient*	*Purpose of grant or contribution*	*Amount*
Tikva Umarpe Org	N/A	well fare serviced for people in need	Supporting the "Big Brother Project"	37,973 00
University of Miami	N/A	University	Payment	100,000 00
Women's Courtyard	N/A	well fare services for youth at risk	Supporting "open space"	27,000 00
Yad Vashem	N/A	education & Museum	1st payment out of a 3 year pledge	100,000 00
				15,569,705

STATEMENT B

Expenditure Responsibility Grants
2012 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2012	Report Date Received
Access Israel	06/01/2012	$62,000.00	Raising awareness for accessibility in elementary schools	$34,238	1.1.2013
All One A Public Benefit Company Ltd.	26/03/2012-6,700$ 17/12/2012- 5,300$	$12,000 00	Operation budget	$12,000	
America Israel Cultural Foundation	03/01/2012	$500,000 00	5 yr pleadge for supporting the organizations activity in 2011-2012 (3 of 5)	$500,000	2.26.2013
American friends of Meshi	12/01/2012	$60,000 00	Purchase wheelchairs		
American Friends of Sunrise Israel	12/01/2012	$51,721.00	Supporting the Passover camp for children with cancer	$51,721	08.06.2013
American Friends of Technoda, Inc	04/03/2012	$75,000.00	Equipment grant for the Medical Simulation Unit		
American Friends of the Alliance	06/01/2012	$100,000.00	Funding the "Cracking the Glass Ceiling"	$61,208	1.15.2013

STATEMENT C

Expenditure Responsibility Grants
2012 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2012	Report Date Received
Amutat El Sabar	08/02/2012	$30,400 00	Supporting art classes for children & youth at risk	$9,837	2.6.2013
Amutat Tsimaon LTD	06/01/2012	$48,000 00	Spaces for delvelopment	$14,609	5.29.2013
Assc of the Deaf in Israel	12/01/2012	$28,800 00	Supporting the "Video Communications Center for the Deaf		
Association for Change in Education	12/19/2012	$121,099 00	3rd payment out of a 3 year pledge (Katzir Foundation)		
Athena Fund	05/16/2012	$100,000.00	2 of 3 pledge (Laptops for teachers program)	$44,430	3.17.2013
Baderech El - Bateva School	12/01/2012	$50,000.00	Supporting the integration of multiple complicated learning disabilities with "Main Streaming St...		
Be - Atzmi	,162$ 08/12- 118,391$ 12/	$563,526.00	Supporting "Empowerment for Employment" Program - A joint program with the Ministry of Social Af...	$563,526	5.2013
Beit berl Academic College	12/31/2012	$30,000 00	Supporting Prof. Gidron's book "Social Business in Israel"		
Bet-Eyal	12/31/2012	$13,348 00	Supporting the "Construction a Life for People with Disabilities" project		
Bishvil Hahaim	09/01/2012	$25,000 00	2nd of 3 payments to support organizations support groups for families		
Council on Foundations	12/31/2012	$40,000.00	Membership Dues 11/2012-12/2013	501(c)(3) charities	

STATEMENT C

Expenditure Responsibility Grants
2012 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2012	Report Date Received
Essence of Life	1/2012 2/2012 8/2012 11/2011	$2,206,737.00	Payments based on budget	$2,206,737	
Friends of Assaf Harofeh Medical Center	08/01/2012	$118,000.00	Supporting the 4th year of 2 Orthopedic interns	$118,000	1.28.2013
Friends of Ethiopian Jews	12/01/2012	$30,000.00	Supporting the organizations activity		
Friends of Schneider	01/31/2012	$40,000.00	Support of children with cancer	$20,224	6.24.2013
Friends of Tel Aviv University	12/31/2012	$89,707.00	Supporting the Mentoring Girls for Girls Program		
Friends of Tzad Kadima	12/01/2012	$40,000.00	Alternative communication for children		
Friends of Unistream	12/01/2012	$65,316.00	Supoprting the activities of the Netivot Center		
Glaop - Gesher Le'aava and Ptihot	06/01/2012	$112,770.00	Supporting the "Training for Life Project"	$112,770	1.31.2013
Greater Miami Jewish Federation	11/01/2012	$1,000,000.00	2nd of 5 payments	501(c)(3) charities	
Gvanim Association	11/26/2012	$68,950.00	Emergency Aid	$55,359	8.1.2013
Hammoota Lepitooh Shirootey Revaha Blood	12/01/2012	$51,250.00	Supporting the day care for the disabled infants activity		
Hapoel Osishkin	02/28/2012	$12,373.00	Supporting the "Red Basketball Project" in 2012-2013	$12,373	8.7.2013

STATEMENT C

Expenditure Responsibility Grants
2012 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2012	Report Date Received
Hapoel Tel Aviv-Ussishkin Basketball Club	12/31/2012	$20,000.00	Supporting "Red Basketball" project		
Hut Hameshulash	06/01/2012	$28,239 00	Supporting the organization's activity	$28,239	5.26.2013
Jewish Funders Network	02/28/2012	$152,666.00	See attached	501(c)(3) charities	
Knafayim Shel Krembo	12/01/2012	$101,340 00	Supporting the activities of the Northern branches		
Leo Baeck Education Center LTD	06/01/2012	$50,568 00	Supporting "It's All Abount You" Project	$33,293	1.27.2013
Lotan's Way	06/01/2012	$80,000.00	Funding the "Desert Wildness Therapy for Youth at Risk" Project	$53,739	1.9.2013
Matan Your Way To Give	12/04/2012	$5,000.00	2012 membership fee	$5,000	2013
Matan Your Way To Give	12/04/2012	$150,000.00	special grant		
Milbat A Non-Profit Organization	11/26/2012	$22,065.00	sponsoring 54 mobile toilet kits for disabled& elerly people	$22,065	6.18.2013
Milbat A Non-Profit Organization	11/26/2012	$70,000 00	Migbala lelo Hagbala Project		
Namag Association of AMD	12/31/2012	$32,300 00	Supporting the "Information Campaign to Professionals & Elderly Population" project		
PEF, Israel Endowment Funds	10/01/2012	$1,250,491.00	See attached	501(c)(3) charities	

STATEMENT C

Expenditure Responsibility Grants

2012 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2012	Report Date Received
Ruach Tova	31/01/2012- 1,382.000$ 4/03/2012- 534,820$ 24/05/2012-625,500$ 05/08/2012- 176,454$ 04/12/2012- 1129,932$	$3,636,922 00	Payments based on budget	$3,636,922	
Sesame Workshop	04/19/2012	$100,000 00	Supporting the development of educational content for children (5th & last payment)	501(c)(3) charities	
Shahaf Foundation	10/01/2012	$50,000 00	2nd payment of 3 year pledge to support Shahaf communities	$50,000	8.4.2013
Shanti House	12/31/2012	$50,000.00	General Support	$50,000	8.4.2013

STATEMENT C

Expenditure Responsibility Grants
2012 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2012	Report Date Received
Sheatufim	11/26/2012	$100,000.00	2nd payment to support National Civic Forum		
Grants to Invdividuals	01/12 - $600,000 02/2012 - $60,000 12/12 - $57,000	$717,000.00	See atatched	$717,000	
GoodNet	See Back-up Tab	$427,903.00	Payments based on budget	$427,903	
The American Friends of Beit Issie Shapir	02/28/2012	$30,000.00	3rd and last payment: Supporting the national program for kids with special needs	$30,000	2012
The American Jewish Joint Distribution..	06/18/2012	$50,000.00	1st of 2 year pledge to support the "Friending" model	$25,000	8.4.2013
The Center for Young Art Public	01/12 - 600,000$ 08/12 - 300,000$ 12/12 - 106,741$	$1,006,741.00	Payments based on budget	$1,006,741	
The Hebrew Unversity of Jerusalem	12/31/2012	$5,000.00	Supporting the International conference of "Cross Border Giving"		
The Interdisciplinary Ctr Herzelia	12/26/2012	$750,000.00	5rd payment for the GMBA program Awareness Concept	$750,000	8.2012
The Interdisciplinary Ctr Herzelia	11/26/2012	$250,000 00	1nd payment for the research and promotion of the Communication	$250,000	8.2012
The Tel Aviv Education & Cultural Co.	12/31/2012	$72,500 00	Supporting the "Padagogic Training project"		
The Tel Aviv Foundation	09/27/2012	$350,000.00	Last payment for the Conservatory Building	$350,000	12.12
Tikva Umarpe Org.	12/01/2012	$37,973 00	Supporting the "Big Brother Project"		

STATEMENT C

Expenditure Responsibility Grants
2012 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2012	Report Date Received
University of Miami	10/17/2012	$100,000.00	Payment	501(c)(3) charities	
Women's Courtyard	12/31/2012	$27,000 00	Supporting "open space"		
Yad Vashem	02/28/2012	$100,000.00	1st payment out of a 3 year pledge	$100,000	11.26.2012

STATEMENT C

Expenditure Responsibility Grants
2011 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received
Ach Shav Zionut 2000 Association	07/01/2011	$44,000 00	Business entrepreneurship projects for youth at risk	$44,000	01.01.2012		
Aleh Negev Foundation	12/31/2011	$50,916 00	A special program for hydrotheraphy			$50,916	6.12.2012
Alexander Muss Institute for Israel Edu.	10/01/2011	$100,000 00	Supporting the organizations educational program in 2012	$100,000	02.05.2012		
All One A Public Benefit Company Ltd.	05/01/11 & 09/19/2011	$97,500 00	Operation Budget	$97,500	2011		
America Israel Cultural Foundation	03/31/2011	$500,000 00	Supporting activities 2011-2012 (2nd installment of 5)	$500,000	2.26.2012		
American Freinds of Beit Issie Shapiro	06/27/2011	$30,000 00	2 of 3 payments Supporting the national development of accessible playgrounds for children with	$30,000	02.08.2012		
American Freinds of Shalva	06/01/2011	$70,000 00	Suppoerting the traveling costs of "Special Interview" project to the US	$70,000	11.17.2012		
American Friends of Beit Issie Shapiro	07/01/2011	$100,000 00	Major Sponsors of Beit Issie Shapiro's 5th Int'l Conference on Disabilities	$100,000			02.08.2012

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Expenditure Responsibility Grants
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~~FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT~~

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received
American Friends of Hospice of the Upper	12/31/2011	$60,000.00	HUG Care program	501c3			
American Friends of Ilan	10/01/2011	$12,500 00	Supporting the "Itegration of disabled children community" 5 of 5 payments (Last)			$12,500	08.4.2013
American Friends of Sheba Medical Center	07/01/2011	$40,008 00	Renovation and designing of the Hemophilia Clinic	$40,008	2011		
American Friends of the Hebrew University	07/01/2011	$50,000 00	Empowerment, Support & Mentoring Project for students with learning disabilities	$12,610	07.05.2012	$37,390	1.1.2013
American Friends of the Tel Aviv Museum	01/05/11 & 11/28/11	$1,074,000 00	4th & 5th payment of the new building of the museum	$1,074,000	2011		
Amichai	12/31/2011	$43,426 00	Daily sport activity and nutrition education for children with development disabilities			$43,426	3.31.2013
Amotat Yad Lashiryon	10/01/2011	$72,483 00	Supporting the construction of an elevator at the Police building in Latrun	$72,483	2011		
Association for Change in Education	10/01/2011	$121,099 00	1st Payment of 6 for 90 scholarships			$49,696	6.24.2013
Association for Change in Education	10/01/2011	$50,000 00	1st of payment out of 3 year pledge (Shachaf Communities)			$50,000	8.4.2013
Association for Change in Education	11/23/2011	$50,000 00	Rashi Foundation - 1st Payment to support the National Civic Forum			$50,000	1.10.2012
Atena Non Profit Organization	06/27/2011	$100,000 00	1 of 3 payments Supporting the "Laptops for Teachers Program"	$100,000	5.23.2012		
Bishvil Hahaim	08/01/2011	$25,000 00	Payment to support the organizations support groups for families (1 of 3)			$25,000	8.16.2012
Council on Foundations	11/01/2011	$40,000 00	11/2011-12/2012 Membership Dues	501c3			

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received
Dimona Community Center LTD	07/01/2011	$27,104 00	Equipment for youth center	$11,963	02.02.2012	$15,141	1.10.2013
Essence of Life	2011	$1,840,000.00	Operational Budget 2011	$1,840,000	2011		
Feuerstein Institute	10/01/2011	$45,000 00	Supporting the Ethiopian program in 2012			project delaied to 2013	
Friends of Akim USA	12/31/2011	$48,178 00	Cognitive accessibility of museums and nature sites for disabled persons	501c3			
Friends of Assaf Harofeh Medical Center	06/27/2011	$157,505 00	3rd payment: The Anson Scholarships for Excellence in Orthopedics	$157,505	04.10.2011		
Friends of Eliya U.S. Inc	12/31/2011	$50,000 00	Salaries for Physical Therapists	501c3			
Friends of Israel Sci-Tech Schools Inc	07/01/2011	$30,000 00	Ecological Educational Community Project	$2,961	2.16.2012	$27,039	07.5.2012
Friends of Jerusalem Academy of Music	07/01/2011	$101,256 00	Equipping the center for technology in music			$101,256	12.24.2012
Friends of the Arava Institute	07/01/2011	$45,000 00	Equipment for Environmental Leadership Development Program	$22,003	02.07.2012	$22,997	8.12.2012
Friends of Yad Sarah	12/31/2011	$83 265 00	Purchase of van for disabled people in the southern region			$83,265	12.3.2012
Grabski Rehabilitation Center	12/31/2011	$49,700 00	Merkaz Shikum Grabsky			$49,700	6.16.2013
Greater Miami Jewish Federation	11/30/2011	$1,000,000 00	1st payment of 5	501c3			
Institute Advancement of Education Jaffa	07/01/2011	$50,000 00	"Neve Ofer" - A foster home for children at risk	$50,000	02.16.2012		
Israel Technion Society	10/01/2011	$6,000 00	Engineers without borders			$6,000	2012

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Expenditure Responsibility Grants
2011 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received
Jewish Funders Network	01/18/2011 & 06/01/2011	$25,000 00	American founders forum of special needs for hiring professionals & Membership Fee 2011	501c3			
Ken Lazaken	12/31/2011	$35,000 00	Hot line for the elderly in Russian			$35,000	1.30.2013
Kolben Dance Band	07/01/2011	$33,131 00	Production costs & Salaries	$6,010	02.07.2012	$27,121	7.22.2012
Lead-Israel Youth Leadership Development	07/01/2011	$50,000 00	Educational staff salaries	$50,000	02.19.2012		
Matan Your Way To Give	10/01/11 & 12/01/11	$155,000 00	Forum of foundation 2011 membership fee (5000$) & Special Grant (150,000$)			$155,000	2012
Milbat A Non-Profit Organization	09/01/2011	$70,000 00	Payment	$23,333	06.06.2012	$46,667	08.01.2013
Nitzan	12/31/2011	$53,354 00	Equipment for Nitzan Orim Rehabilitation Center			$42,947	2.13.2013
One in Nine	12/31/2011	$51,383 00	By Your Side - Support project for women with Breast Cancer				
PEF, Israel Endowment Funds	07/03/1905	$1,095,150 00	See Back up	501c3			
Prisoner Rehabilitation Authority	10/01/2011	$100,000 00	1st payment of 4 (Olot Al Hagal Project)			$41,921	4.8.2013
Ruach Tova	07/03/1905	$2,270,766 00	6 budget payments	$2,270,766	2011		
Sesame Workshop	04/06/2011	$100,000 00	4th payment for supporting the Development Innovative & Engaging Educational Content for children	501c3			

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received
Grants to Invdividuals	07/03/1905	$930,000 00	Operation payment 2011	$930,000	2011		
Telhai Institute of Art	07/01/2011	$32,776 00	Art enrichment projects for students & residents of the upper Galilee area	$6,143	7.12.2012	$26,633	2.6.2013
The American Friends of Migdal Ohr	11/28/2011	$50,000 00	Supporting 27 children for a year	501c3			
The Association for the Welfare of Aged	12/31/2011	$58,852 00	Equipment for an elderly home in Be'er Sheva			$15,033	8.9.2012
The Center for Young Art Public	11/10/2011	$153,000 00	1st payment based on budget	$153,000			
The Interdisciplinary Ctr Herzelia	12/31/2011	$750,000 00	4th payment for the GMBA program Awareness Concept	$750,000	2011		
The Interdisciplinary Ctr Herzelia	10/01/2011	$250,000 00	3rd payment for research and promotion of the communication awareness concept at the Shan Anson Awareness	$250,000	2011		
The Israeli Association of the Blind	07/01/2011	$26,691 00	Financing the educational staff salaries & producing an educational film	$13,513	01.17.12012	$13,178	1.20.2013
The National Institute for Rehabilation	12/31/2011	$48,000 00	Internships in Rehabilitation Psychology			$48,000	1.10.2013
The Tel Aviv Foundation	07/03/1905	$2,000,000 00	5th & 6th payment	$1,460,184	2011	$539,816	2012
Tikkun	07/03/1905	$46,000 00	Beit Shoko - Network of clubs for the empowerment of children at risk	$46,000	02.02.2012		
Tomchey Yosseftal Hospital, Eilat Found.	02/07/2011	$53,175 00	Supporting the Israman 2011 Events by helping Yosseftal Hospital purchase medical equipment	$53,175	1.26.2012		
University of Miami	10/01/2011	$100,000 00	Payment	501c3			
Youth Renewal Fund	07/01/2011	$99,921 00	After school educational program	$77,189	1.26.2012	$22,732	9.2.2012

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received
Ach Shav Zionut 2000 Association	07/01/2011	$44,000 00	Business entrepreneurship projects for youth at risk	$44,000	01.01.2012		
Aleh Negev Foundation	12/31/2011	$50,916 00	A special program for hydrotheraphy			$50,916	6.12.2012
Alexander Muss Institute for Israel Edu.	10/01/2011	$100,000 00	Supporting the organizations educational program in 2012	$100,000	02.05.2012		
All One A Public Benefit Company Ltd.	05/01/11 & 09/19/2011	$97,500 00	Operation Budget	$97,500	2011		
America Israel Cultural Foundation	03/31/2011	$500,000 00	Supporting activities 2011-2012 (2nd installment of 5)	$500,000	2.26.2012		
American Freinds of Beit Issie Shapiro	06/27/2011	$30,000 00	2 of 3 payments Supporting the national development of accessible playgrounds for children with	$30,000	02.08.2012		
American Freinds of Shalva	06/01/2011	$70,000 00	Suppoerting the traveling costs of "Special Interview" project to the US	$70,000	11.17.2012		
American Friends of Beit Issie Shapiro	07/01/2011	$100,000 00	Major Sponsors of Beit Issie Shapiro's 5th Int'l Conference on Disabilities	$100,000			02.08.2012

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received
American Friends of Hospice of the Upper	12/31/2011	$60,000 00	HUG Care program	501c3			
American Friends of Ilan	10/01/2011	$12,500 00	Supporting the "Itegration of disabled children community" 5 of 5 payments (Last)			$12,500	08.4.2013
American Friends of Sheba Medical Center	07/01/2011	$40,008 00	Renovation and designing of the Hemophilia Clinic	$40,008	2011		
American Friends of the Hebrew University	07/01/2011	$50,000 00	Empowerment, Support & Mentoring Project for students with learning disabilities	$12,610	07.05.2012	$37,390	1.1.2013
American Friends of the Tel Aviv Museum	01/05/11 & 11/28/11	$1,074,000 00	4th & 5th payment of the new building of the museum	$1,074,000	2011		
Amichai	12/31/2011	$43,426 00	Daily sport activity and nutrition education for children with development disabilities			$43,426	3.31.2013
Amotat Yad Lashiryon	10/01/2011	$72,483 00	Supporting the construction of an elevator at the Police building in Latrum	$72,483	2011		
Association for Change in Education	10/01/2011	$121,099 00	1st Payment of 6 for 90 scholarships			$49,696	6.24.2013
Association for Change in Education	10/01/2011	$50,000 00	1st of payment out of 3 year pledge (Shachaf Communities)			$50,000	8.4.2013
Association for Change in Education	11/23/2011	$50 000 00	Rashi Foundation - 1st Payment to support the National Civic Forum			$50,000	1.10.2012
Atena Non Profit Organization	06/27/2011	$100,000 00	1 of 3 payments- Supporting the "Laptops for Teachers Program"	$100,000	5.23.2012		
Bishvil Hahaim	08/01/2011	$25,000 00	Payment to support the organizations support groups for families (1 of 3)			$25,000	8.16.2012
Council on Foundations	11/01/2011	$40,000 00	11/2011-12/2012 Membership Dues	501c3			

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Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received
Dimona Community Center LTD	07/01/2011	$27,104 00	Equipment for youth center	$11,963	02.02.2012	$15,141	1.10.2013
Essence of Life	2011	$1,840,000 00	Operational Budget 2011	$1.840,000	2011		
Feuerstein Institute	10/01/2011	$45 000 00	Supporting the Ethiopian program in 2012			project delaied to 2013	
Friends of Akim USA	12/31/2011	$48,178 00	Cognitive accessibility of museums and nature sites for disabled persons	501c3			
Friends of Assaf Harofeh Medical Center	06/27/2011	$157,505 00	3rd payment: The Arison Scholarships for Excellence in Orthopedics	$157,505	04.10.2011		
Friends of Eliya U.S. Inc	12/31/2011	$50,000 00	Salaries for Physical Therapists	501c3			
Friends of Israel Sci-Tech Schools Inc	07/01/2011	$30,000 00	Ecological Educational Community Project	$2,961	2.16.2012	$27,039	07.5.2012
Friends of Jerusalem Academy of Music	07/01/2011	$101,256 00	Equipping the center for technology in music			$101,256	12.24.2012
Friends of the Arava Institute	07/01/2011	$45,000 00	Equipment for Environmental Leadership Development Program	$22,003	02.07.2012	$22,997	8.12.2012
Friends of Yad Sarah	12/31/2011	$83,265.00	Purchase of van for disabled people in the southern region			$83,265	12.3.2012
Grabski Rehabilitation Center	12/31/2011	$49,700 00	Merkaz Shikum Grabsky			$49,700	6.16.2013
Greater Miami Jewish Federation	11/30/2011	$1,000,000 00	1st payment of 5	501c3			
Institute Advancement of Education Jaffa	07/01/2011	$50,000 00	"Neve Ofer" - A foster home for children at risk	$50,000	02.16.2012		
Israel Technion Society	10/01/2011	$6,000 00	Engineers without borders			$6,000	2012

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received
Jewish Funders Network	01/18/2011 & 06/01/2011	$25,000 00	American founders forum of special needs for hiring professionals & Membership Fee 2011	501c3			
Ken Lazaken	12/31/2011	$35,000 00	Hot line for the elderly in Russian			$35,000	1.30.2013
Kolben Dance Band	07/01/2011	$33,131 00	Production costs & Salaries	$6,010	02.07.2012	$27,121	7.22.2012
Lead-Israel Youth Leadership Development	07/01/2011	$50,000 00	Educational staff salaries	$50,000	02.19.2012		
Matan Your Way To Give	10/01/11 & 12/01/11	$155,000 00	Forum of foundation 2011 membership fee (5000$) & Special Grant (150,000$)			$155,000	2012
Milbat A Non-Profit Organization	09/01/2011	$70,000 00	Payment	$23,333	06.06.2012	$46,667	08.01.2013
Nitzan	12/31/2011	$53,354 00	Equipment for Nitzan Onim Rehabilitation Center			$42,947	2.13.2013
One in Nine	12/31/2011	$51,363 00	By Your Side - Support project for women with Breast Cancer				
PEF, Israel Endowment Funds	07/03/1905	$1,095,150 00	See Back up	501c3			
Prisoner Rehabilitation Authority	10/01/2011	$100,000 00	1st payment of 4 (Olot Al Hagal Project)			$41,921	4.8.2013
Ruach Tova	07/03/1905	$2,270,766 00	6 budget payments	$2,270,766	2011		
Sesame Workshop	04/06/2011	$100,000 00	4th payment for supporting the Development Innovative & Engaging Educational Content for children	501c3			

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Expenditure Responsibility Grants
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~~FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT~~

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received
Grants to Invdividuals	07/03/1905	$930,000 00	Operation payment 2011	$930,000	2011		
Telhai Institute of Art	07/01/2011	$32,776 00	Art enrichment projects for students & residents of the upper Galilee area	$6,143	7.12.2012	$26,633	2.6.2013
The American Friends of Migdal Ohr	11/28/2011	$50,000 00	Supporting 27 children for a year	501c3			
The Association for the Welfare of Aged	12/31/2011	$58,852 00	Equipment for an elderly home in Be'er Sheva			$15,033	8.9.2012
The Center for Young Art Public	11/10/2011	$153,000 00	1st payment based on budget	$153,000			
The Interdisciplinary Ctr Herzelia	12/31/2011	$750,000 00	4th payment for the GMBA program Awareness Concept	$750,000	2011		
The Interdisciplinary Ctr Herzelia	10/01/2011	$250,000 00	3rd payment for research and promotion of the communication awareness concept at the Shari Anson Awareness	$250,000	2011		
The Israeli Association of the Blind	07/01/2011	$26,691 00	Financing the educational staff salaries & producing an educational film	$13,513	01.17.12012	$13,178	1.20.2013
The National Institute for Rehabilation	12/31/2011	$48,000 00	Internships in Rehabilitation Psychology			$48,000	1.10.2013
The Tel Aviv Foundation	07/03/1905	$2,000,000 00	5th & 6th payment	$1,460,184	2011	$539,816	2012
Tikkun	07/03/1905	$46,000 00	Beit Shoko - Network of clubs for the empowerment of children at risk	$46,000	02.02.2012		
Tomchey Yosseftal Hospital, Eilat Found.	02/07/2011	$53,175 00	Supporting the Isramarı 2011 Events by helping Yosseftal Hospital purchase medical equipment	$53,175	1.26.2012		
University of Miami	10/01/2011	$100,000 00	Payment	501c3			
Youth Renewal Fund	07/01/2011	$99,921 00	After school educational program	$77,189	1.26.2012	$22,732	9.2.2012

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2010	Report Date Received	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received
Aetna - Non-Profit Organization	05/01/2010	$135,100 00	Supporting the organizations activity in M.A. Chof Ashkelon & M.A. Emek & Additional 54 computer	$100,000	2.12.2010	$35,100	2011		
Al-Taj for Health and Heritage	11/10/2011	$15,000 00	Supporting "Home Hospice" Project	$1,182	5.29.2011	$13,818	8.12.2011		
Alexander Muss Institute for Israel Edu.	12/21/2010	$100,000 00	Supporting the 2011 organization Activities in Israel	$100,000	8.8.2011				
American Friends of Beit Natan Inc.	11/30/2010	$20,000 00	Supporting "Together we will recover" project	$1,686	6.26.2011	$18,314	12.25.2011		
American Friends of Ilan Inc.	12/21/2010	$15,000 00	Supporting the "Integration of disabled children in the community"			$15,000	08.10.2012		
American Friends of The Peres Institute	12/28/2010	$100,000 00	Supporting the 2011 activity of the Sderot-Yate Team					$100,000	2012
American Israel Culture Center, Inc.	06/01/2010	$500,000 00	Supporting Organ. Activities 2010-2011 (1st installment of 5)	$500,000	11.28.2011				
American Society for Yad Vashem	12/21/2010	$100 000 00	Supporting the 2011 activity of the training program for teachers from the periphery	$37,918	4.28.2011	$62,082	28.4.2011		

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2010	Report Date Received	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received
Association for Change In Education	12/21/2010	$121,099 00	30 Scholarships for single mothers (2 of 3)			$121,099			
Association Topaz	07/12/2010	$38,000 00	Financing 1 yr salary for graduates follow up	$12,522	2.2.2011	$25,478			
Be-Atzmi	12/01/2010	$40,800 00	Supporting "Mifne" Program					$40,800	6.25.2013
Beer Sheva Municipal Theatre	07/12/2010	$49,802 00	Supporting the dialogue through theatre-A unique co-existence program for jewish & bedouin child.	$7,264	7.10.2011	$42,538	7.10.2011		
Beit Zvi-School of Performing Arts	11/30/2010	$70,000 00	Participation in establishing a professional TV studio			$70,000	1.1.2012		
Chabad of Mumbai Relief Fund	04/01/2010	$18,000 00	Supporting the project of rebuilding the Chabad House in Mumbia			$18,000			
E.L.E.M Youth In Distress, Inc.	11/30/2010	$40,000 00	Supporting the vocational training and mentoring program for youth			$40,000	1.5.2012		
Essence of Life	See Back-up Tab	$2,862,618 00	payments based on budjet	$2,862,618					
Etgarim Association	06/01/2010	$13,333 00	Supporting integration program of disabled youth in the military	$13,333	5.21.2010				
Fidel Association	07/22/2010	$39,960 00	Financing an educational social mediator for elementary school for a year	$17,645	1.25.2011	$22,315	9.4.2012		
Friends of Assaf Harofeh Medical Center	02/24/2010	$82 545 00	2nd payment for the Anson Scholarship program for excellence in Orthopedics	$82,545	2.5.2011				
Friends of Ofanim	07/12/2010	$53,768 00	Operating science lab in the Negev settlement	$25,695	2.2.2011	$28,073			

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2010	Report Date Received	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received
Friends of Tel Aviv University	07/12/2010	$47,820 00	Supporting the "Access for all" program (1 yr tuition for 100 students)	$47,820	6.22.2011				
Friends of Tel Aviv University	01/12/2010	$100 000 00	2nd year of supporting cancer research			$41,327		$58,673	5.21.2012
Greater Miami Jewish Federation	12/01/2010	$1,000,000 00	5 of 5 payments	501(c)(3) charities					
Hagouda Lemaan Hakashish Eilat	12/28/2010	$37,694 00	Matching for the purpose of purchasing an accessible transport van			$37,694	5.24.2011		
Hakol Chinuch	05/03/2010	$15 000 00	Supporting teach for Israel program in 2010					$15,000	failed to report
Hapoel Tel-Aviv education & society LTD	12/28/2010	$85,000 00	Supporting the activity of 13 new football teams of children w/ special needs			$85,000	6.26.2011		
Hillel - The Right to Choose	12/28/2010	$54,500 00	Financing rent & maintenance of 3 bridge apartments			$54,500	7.17.2011		
Isra.l.s. The Israel A.L.S. Research Asso	11/30/2010	$35,200.00	Establishing a multi disciplinary support system to newly diagnosed ALS patients					$35,200	1.23.2013
Israel Rett Syndrom Center	11/30/2010	$26,968 00	Supporting the therapeutic program for sick people and their families			$26,968	2012		
Jerusalem Music Center	03/01/2010	$100,000 00	Supporting the Perelamn Program 2010	$100,000	2011				
Jewish Funders Network	05/01/2010	$15 000 00	Membership Fee for 2010 TAFF, Israel	$15,000					
Kamoni Kamocha	11/30/2010	$41,620 00	Supporting social support group			$41,620	1.5.2012		
Latet Org.	01/19/2010	$100,000 00	Emergency aid to Haiti relief	$100,000	2010				
Lema'anech Lemudaut	11/30/2010	$8,220 00	Supporting "Women's Health Program" Project			$8,220	5.1.2012		

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2010	Report Date Received	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received
Matan Your Way To Give	12/01/2010	$100,000 00	Special Grant					$100,000	2012
Music Foundation Kfar Saba	11/30/2010	$29,955 00	Purchasing new instruments the String, Brass & Woodwind Orchestra in Kfar Saba elementary schools	$19,473	7.20.2011	$10,482	7.20.2011		
PEF, Israel Endowment Funds	See Back-up tab	$747,247 00	See Back-up tab	501(c)(3) charities					
Prisoner Rehabilitation Authority	11/10/2010	$23,040 00	3rd & last payment for Prep school for Rehabilitated women convicts	$8,541	10.2011			$14,499	2012
Ramla Arab Community Center	12/28/2010	$20,000 00	Supporting the senior citizens activity			$20,000	11.7.2012		
Ruach Tova	See Back-up tab	$1,183 156 00	payments based on budjet	$1,183,156					
Sesame Workshop	09/01/2010	$100,000 00	Support in developing innovative & engaging educational content for children (3rd payment)	501(c)(3) charities					
Shalhevet Association	12/28/2010	$13,650 00	Purchasing a new industrial dishwasher & oven			$13,650	8.2.2011		
Soccer for Peace	07/12/2010	$27,355 00	Purchase equipment for the new class room at Barkai Center	$27,355	11.29.2011				
Special Olympics Israel	12/21/2010	$50,000 00	Supporting the organizations activities (Last Payment)			$50,000	06.15.2011		
Summit Institute in Israel LTD	11/30/2010	$50,000 00	Supporting the "Recruitment and training project for foster parents and placement of high risk c...			$50,000	7.27.2011		
Grants to Invdividuals	01/10 - $500,000 08/2010 - $100,000 10/2010 - $150,000 12/10 - $50,000	$800,000 00	See Back-up tab	$800,000					
Tasfachin Association	07/12/2010	$28,745 00	Financing the educational staff salaries	$28,475	2.2.2011	$270	2.2.2011		
The American Friends of Beit Issie Shapir	04/01/2010	$30,000 00	1st of 3 payments Supporting the national program for development of accessible playgrounds mod	$28,764	6.19.2011	$1,236	2011		

STATEMENT E

Expenditure Responsibility Grants
2010 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2010	Report Date Received	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received
The Bernard M Bloomfield Science Museum	08/01/2010	$40,000 00	Supporting "Deep" - Exhibition showing 05/03/10-11/31/10	$40,000	12.26.2010				
The Felicja Blumental Music Center Assoc.	11/30/2010	$14,900 00	Supporting V-Day Israel - "The Vagina Monologues" Show			$14,900	7.11.2011		
The Haifa Learning Enhancement Center	11/30/2010	$30,000 00	Subsidizing treatments for 80 children's in need			$30,000	8.4.2011		
The Interdisciplinary Ctr Herzelia	8/2010	$750,000 00	3rd payment for the GMBA program Awareness Concept	$750,000	9.2011				
The Interdisciplinary Ctr Herzelia	10/2010	$250,000 00	2nd payment for research and promotion of the communication awareness concept at the Shari Arison Awareness	$115,337	9.2011	$134,663	8.2011		
The Israeli Children's Museum	11/30/2010	$90,000 00	Funding salaries for deaf guides in the "Invitation to silence" exhibition			$90,000	6.27.2011		
The Tel Aviv Foundation	7/2010 1,200,000$ 12/2010 1,000,000$	$2,200,000 00	4th & 5th payment for the conservatory building	$1,667,089	12.2010	$532,911	8.2011		
The Tel Aviv Foundation	12/28/2010	$34,900 00	Supporting the extracurricular enrichment program at "Bialik-Rogozin Campus (Dance & Theater pro .			$34,900	2011		
The Yuri Shtern Foundation	11/30/2010	$30,000 00	Supporting "The Yuri Shtern Holistic Center for Cancer Patients"			$30,000	3.11.2012		
University of Miami	12/01/2010	$100,000 00	Donation to U M	501(c)(3) charities					
Veritgo Dance Association - Jerusalem	11/30/2010	$60 000 00	Subsidizing 10 shows in the periphery			$55,943	9.26.2011	$4,057	6.20.2012
Weizmann Institute of Science	11/01/2010	$27,270 00	3rd & last payment out of three for supporting 1 camp class in the "Active Science Groups"			$27,270	03.17.2011		
Yuvalim Public Benefit Company LTD	11/30/2010	$35 000 00	Supporting the "Cultivating Academic Excellence and providing enrichment for underprivileged you	$9,355	8.21.2011	$25,645	8.21.2011		

STATEMENT E

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
TED ARISON FAMILY FOUNDATION USA, INC

Employer identification number (EIN) or
59-2128429

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

Social security number (SSN)

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

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

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 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 ▶ SAFO, LLC

Telephone No ▶ 305 891-0017   FAX No ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ ☒ calendar year 2012 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**	$ 350,000.
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**	$ 250,000.
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**	$ 100,000.

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)

JSA
2F8054 2 000

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

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

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

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

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: TED ARISON FAMILY FOUNDATION USA, INC

Enter filer's identifying number, see instructions

Employer identification number (EIN) or: 59-2128429

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

Social security number (SSN):

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

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	[illegible]	[illegible]
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 ▶ SAFO LLC
  Telephone No ▶ 305 891-0017 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 20 13

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 THE TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER THIRD PARTY INFORMATION NECESSARY TO COMPLETE AN ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$ 350,000.
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**	$ 350,000.
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 ▶ Agent Date ▶ 07/16/2013