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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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OMB No 1545-0052






2013

Open to Public Inspection


For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation Micky and Madeleine Anson Family Foundation C/O RICHARD KOHAN AFO LLC % RICHARD KOHAN AFO LLC		A Employer identification number 20-4822537	
Number and street (or P O box number if mail is not delivered to street address) Two Alhambra Plaza Suite 1040		B Telephone number (see instructions) (786) 270-3701	
City or town, state or province, country, and ZIP or foreign postal code Coral Gables, FL 33134		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 47,215,314	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	803,336	782,969		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	3,694,146			
	b Gross sales price for all assets on line 6a 14,106,128				
	7 Capital gain net income (from Part IV, line 2) . . .		3,694,119		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	7,855	7,855		
	12 Total. Add lines 1 through 11	4,505,337	4,484,943		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	159,430	159,430		
	17 Interest	378	378		
	18 Taxes (attach schedule) (see instructions)	16,140	16,140		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	46,917	46,917		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	222,865	222,865		0
	25 Contributions, gifts, grants paid	2,845,000			2,845,000
	26 Total expenses and disbursements. Add lines 24 and 25	3,067,865	222,865		2,845,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,437,472			
	b Net investment income (if negative, enter -0-)		4,262,078		
	c Adjusted net income (if negative, enter -0-)				

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	368,770	409,305	411,882
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	16,875,523	 19,704,196	26,838,863
	c	Investments—corporate bonds (attach schedule).	11,307,931	 9,795,648	9,707,339
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	9,313,093	 9,173,772	10,257,230
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	37,865,317	39,082,921	47,215,314	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 0	 80,583	
	23	Total liabilities (add lines 17 through 22)	0	80,583	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> 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	37,865,317	39,002,338	
	30	Total net assets or fund balances (see page 17 of the instructions)	37,865,317	39,002,338	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	37,865,317	39,082,921	

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	37,865,317
2	Enter amount from Part I, line 27a	2	1,437,472
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	39,302,789
5	Decreases not included in line 2 (itemize) ▶ 	5	300,451
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	39,002,338

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	3,694,119
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	

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 page 18 of 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))
2012	2,485,771	42,474,078	0 058524
2011	2,462,944	43,314,648	0 056862
2010	1,944,512	40,692,032	0 047786
2009	2,275,938	38,184,546	0 059604
2008	265,000	46,108,373	0 005747

2	Total of line 1, column (d).	2	0 228523
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 045705
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	45,289,328
5	Multiply line 4 by line 3.	5	2,069,949
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	42,621
7	Add lines 5 and 6.	7	2,112,570
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	2,845,000

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	42,621
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	42,621
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	42,621
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	24,927
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	40,000
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	64,927
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	10	22,306
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 22,306 Refunded	11	

Part VII-A Statements Regarding Activities

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	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ 0 (2) On foundation managers \$ _____ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
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? <i>If "No," attach explanation.</i>	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of RICHARD KOHAN AFO LLC Telephone no (786) 270-3710 Located at TWO ALHAMBRA PLAZA SUITE 1040 CORAL GABLES FL ZIP +4 33134			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.			
		15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country			

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20____, 20____, 20____, 20____			
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 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 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 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
JAMES M DUBIN	TRUSTEE	0	0	0
ONE MADISON PLACE HARRISON, NY 10528	5 0			
JOHN J O'NEIL	TRUSTEE	0	0	0
1285 Avenue of the Americas New York, NY 10019	5 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
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
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	45,058,185
b	Average of monthly cash balances.	1b	920,828
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	45,979,013
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	45,979,013
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	689,685
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	45,289,328
6	Minimum investment return. Enter 5% of line 5.	6	2,264,466

Part XI

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

1	Minimum investment return from Part X, line 6.	1	2,264,466
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	42,621
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	42,621
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,221,845
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,221,845
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,221,845

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	2,845,000
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,845,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	42,621
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,802,379
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,221,845
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			1,744,701	
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,845,000				
a Applied to 2012, but not more than line 2a			1,744,701	
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 2013 distributable amount.				1,100,299
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,121,546
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 2008 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .	0			

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 organization 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))

NA

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

NA

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	2,845,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐

Yes

☒

No

b

If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee

2014-10-30

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒

Yes

☐

No

Paid Preparer Use Only

Print/Type preparer's name MARK T NASH	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00396721
Firm's name	PricewaterhouseCoopers LLP			Firm's EIN
Firm's address	2001 Ross Avenue Suite 1800 Dallas, TX 752012997			Phone no (786) 270-3710

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
NT **-*4258	P		
NT **-*4070	P		
NT **-*4070	P		
NT **-*6318	P		
NT **-*6318	P		
NT **-*9754	P		
NT **-*6127	P		
NT **-*6127	P		
NT **-*9118	P		
NT **-*9118	P		
NT **-*4192	P		
NT **-*4192	P		
NT **-*1594	P		2013-09-12
NT **-*1594	P		2013-09-12
NT **-*1720	P		
NT **-*1720	P		
GUGGENHEIM PLUS II, LP ST	P		
GUGGENHEIM PLUS II, LP LT	P		
BLACKSTONE PARTNERS LT	P		
TRANSMONTAIGNE PARTNERS	P		
OZOFII PRIVATE INVESTORS LLC	P		
COMPASS DIVERSIFIED HOLDINGS	P		
CAPITAL GAIN DIVIDENDS	P		


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
185,731		210,649	-24,918
130,449		117,054	13,395
302,847		234,000	68,847
127,091		130,985	-3,894
669,696		687,638	-17,942
100,000		100,000	
1,995,996		1,931,089	64,907
3,735,795		2,208,004	1,527,791
165,671		168,259	-2,588
654,329		672,289	-17,960
3,878		3,917	-39
406,122		409,337	-3,215
19,198		20,526	-1,328
531,171		544,045	-12,874
1,008,256		822,008	186,248
3,177,034		2,149,747	1,027,287
3,004			3,004
67,737			67,737
278,532			278,532
		20	-20
23,057			23,057
209			209
			517,883


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-24,918
			13,395
			68,847
			-3,894
			-17,942
			64,907
			1,527,791
			-2,588
			-17,960
			-39
			-3,215
			-1,328
			-12,874
			186,248
			1,027,287
			3,004
			67,737
			278,532
			-20
			23,057
			209

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN CANCER SOCIETY 8095 NW 12TH STREET SUITE 200 DORAL, FL 33126	NONE	PC	GENERAL FUND	100,000
WOMEN OF TOMORROW MENTOR AND SCHOLARSHIP PROGRAM 22 EAST FLAGLER STREET 6TH FLOOR MIAMI, FL 33131	NONE	PC	GENERAL FUND	50,000
AMERICAN HEART ASSOCIATION 2600 SW 3RD AVE 900 MIAMI, FL 33129	NONE	PC	GENERAL FUND	100,000
BIG BROTHERSBIG SISTERS INTERNATIONAL PLAZA 701 SW 27 AVE MIAMI, FL 331353026	NONE	PC	GENERAL FUND	100,000
FAIRCHILD TROPICAL GARDENS 10901 OLD CUTLER ROAD CORAL GABLES, FL 331564296	NONE	PC	GENERAL FUND	5,000
MIAMI LIGHTHOUSE FOR THE BLIND 601 SW 8TH AVENUE MIAMI, FL 33130	NONE	PC	GENERAL FUND	50,000
MUSEUM OF CONTEMPORARY ART JOAN LEHMAN BUILDING 700 NE 125 STREET NORTH MIAMI, FL 33161	NONE	PC	GENERAL FUND	200,000
VOICES FOR CHILDREN FOUNDATION 1500 NW 12 AVE 1117 MIAMI, FL 33136	NONE	PC	GENERAL FUND	100,000
BAPTIST HEALTH SOUTH FLORIDA FOUNDATION 8900 NORTH KENDALL DRIVE MIAMI, FL 33176	NONE	PC	GENERAL FUND	25,000
MIAMI CHILDREN'S MUESEUM 980 MACARTHUR CAUSEWAY MIAMI, FL 33132	NONE	PC	GENERAL FUND	10,000
THE EVERGLADES FOUNDATION 18001 OLD CUTLER ROAD SUITE 625 PALMETTO BAY, FL 33157	NONE	PC	GENERAL FUND	10,000
UNITED WAY OF MIAMI-DADE 3250 SOUTHWEST THIRD AVENUE MIAMI, FL 33129	NONE	PC	GENERAL FUND	100,000
CHARLEE (FOSTER CARE) - MEDICAL SERVICES DEPT 155 SOUTH MIAMI AVENUE SUITE 700 MIAMI, FL 33130	NONE	PC	GENERAL FUND	25,000
MIAMI PROJECT TO CURE PARALYSIS 1095 NORTH WEST 14TH TERRACE MIAMI, FL 33136	NONE	PC	GENERAL FUND	200,000
OVERTOWN YOUTH CENTER 450 NW 14TH STREET MIAMI, FL 33136	NONE	PC	GENERAL FUND	100,000
Total  3a				2,845,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD SUITE 300 JACKSONVILLE,FL 32256	NONE	PC	GENERAL FUND	25,000
NATIONAL DISASTER SEARCH DOG FDN 501 EAST OJAI AVENUE OJAI,CA 93023	NONE	PC	GENERAL FUND	5,000
CHAPMAN PARTNERSHIP INC 1550 NORTH MIAMI AVENUE MIAMI,FL 33136	NONE	PC	GENERAL FUND	25,000
DIABETES RESEARCH INSTITUTE 200 SOUTH PARK ROAD SUITE 100 HOLLYWOOD,FL 33021	NONE	PC	GENERAL FUND	15,000
LAUREN'S KIDS 18851 NE 29TH AVE SUITE 2010 AVENTURA,FL 33180	NONE	PC	GENERAL FUND	5,000
SUNDARI FOUNDATION INC 1514 NW 2ND AVE MIAMI,FL 33136	NONE	PC	GENERAL FUND	10,000
NATIONAL YOUNGARTS FOUNDATION 2100 BISCAYNE BLVD MIAMI,FL 33137	NONE	PC	GENERAL FUND	50,000
UNIVERSITY OF MIAMI - CROHN'S & COLITIS CENTER PO BOX 016960 R-100 MIAMI,FL 33101	NONE	PC	GENERAL FUND	500,000
UNIVERSITY OF MIAMI - SYLVESTER CANCER CENTER 1600 NW 10TH AVENUE RMSB 1140 R-6 MIAMI,FL 33136	NONE	PC	GENERAL FUND	25,000
DIRECT RELIEF - RELIEF EFFORTS IN THE PHILIPPINES 27 S LA PATERA LANE SANTA BARBARA,CA 93117	NONE	PC	GENERAL FUND	250,000
SAVE THE CHILDREN FEDERATION 54 WILTON ROAD WESTPORT,CT 06880	NONE	PC	GENERAL FUND	250,000
THE BATTIER TAKE CHARGE FOUNDATION 2829 BIRD AVENUE SUITE 5 MIAMI,FL 33133	NONE	PC	GENERAL FUND	10,000
UNICEF - RELIEF EFFORTS IN THE PHILIPPINES 125 MAIDEN LANE NEW YORK,NY 10038	NONE	PC	GENERAL FUND	500,000
Total  3a				2,845,000



Northern Trust

Portfolio Value

As of 31 DEC 13

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

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Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Common Stock								
#REORG/GEO GROUP INC COM PLAN OF REORGANISATION CUSIP 36159R103	32 220 855 000 United States	 0 00	 27,548 10	 29,065 72	 -1,517 62	 0 00	 -1,517 62	
#REORG/VODAFON E GROUP REVERSE STOCK SPLIT VODAFONE CUSIP 92857W209	39 310 865 000 United Kingdom	 352 73	 34,003 15	 26,328 24	 7,674 91	 0 00	 7,674 91	
3M CO COM CUSIP 88579Y101	140 250 630 000 United States	 0 00	 88,357 50	 49,006 82	 39,350 68	 0 00	 39,350 68	
ABBOTT LABORATORIES, COMMON STOCK, NO PAR CUSIP 002824100	38 330 1,645 000 United States	 0 00	 63,052 85	 36,724 82	 26,328 03	 0 00	 26,328 03	
ABBVIE INC COM USD0 01 CUSIP 00287Y109	52 810 1,360 000 United States	 0 00	 71,821 60	 41,502 53	 30,319 07	 0 00	 30,319 07	
ABM INDS INC COM CUSIP 000957100	28 590 345 000 United States	 53 47	 9,863 55	 8,548 45	 1,315 10	 0 00	 1,315 10	
ADR ARM HLDS PLC SPONSORED ISIN US0420681068 CUSIP 042068106	54 740 1,359 000 United Kingdom	 0 00	 74,391 66	 53,982 37	 20,409 29	 0 00	 20,409 29	
AIR PRODUCTS AND CHEMICALS, INC , COMMON STOCK, \$1 PAR CUSIP 009158106	111 780 380 000 United States	 269 80	 42,476 40	 24,886 20	 17,590 20	 0 00	 17,590 20	
AIRCASTLE LIMITED COM STK CUSIP G0129K104	19 160 1,080 000 United States	 0 00	 20,692 80	 18,992 63	 1,700 17	 0 00	 1,700 17	
ALEXION PHARMACEUTICAL S INC COM CUSIP 015351109	133 060 612 000 United States	 0 00	 81,432 72	 15,682 31	 65,750 41	 0 00	 65,750 41	

^ Complete cost information not available

*Generated by Northern Trust on 01 Oct 14



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M&M ARISON FAMILY
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Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Common Stock								
AMAZON COM INC COM	398 790							
CUSIP 023135106	289 000 United States	0 00	115,250 31	21,501 07	93,749 24	0 00	93,749 24	
AMERICAN EXPRESS CO , COMMON STOCK, \$ 60PAR	90 730							
CUSIP 025816109	804 000 United States	0 00	72,946 92	32,498 61	40,448 31	0 00	40,448 31	
AMERICAN INTERNATIONAL GROUP INC COM	51 050							
CUSIP 026874784	2,455 000 United States	0 00	125,327 75	85,394 56	39,933 19	0 00	39,933 19	
AMERICAN TOWER CORP	79 820							
CUSIP 03027X100	753 000 United States	0 00	60,104 46	38,455 68	21,648 78	0 00	21,648 78	
AMERIPRISE FINL INC COM	115 050							
CUSIP 03076C106	241 000 United States	0 00	27,727 05	26,950 07	776 98	0 00	776 98	
APACHE CORP , COMMON STOCK, \$1 25 PAR	85 940							
CUSIP 037411105	820 000 United States	0 00	70,470 80	67,301 70	3,169 10	0 00	3,169 10	
APPLE INC COM STK	561 110							
CUSIP 037833100	431 000 United States	0 00	241,838 41	46,072 41	195,766 00	0 00	195,766 00	
APPLE INC COM STK	561 110							
CUSIP 037833100	110 000 United States	0 00	61,722 10	44,601 36	17,120 74	0 00	17,120 74	
ATLANTIC TELE-NETWORK INC COM NEW	56 570							
CUSIP 049079205	220 000 United States	59 40	12,445 40	9,136 31	3,309 09	0 00	3,309 09	
AVISTA CORP COM ISIN #	28 190							
US05379B1070								
CUSIP 05379B107	730 000 United States	0 00	20,578 70	18,877 45	1,701 25	0 00	1,701 25	
BAXTER INTL INC COMMON STOCK	69 550							
CUSIP 071813109	800 000 United States	712 95	55,640 00	33,084 16	22,555 84	0 00	22,555 84	

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Portfolio Value

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Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

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Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Common Stock								
BECTON, DICKINSON AND CO , COMMON STOCK,\$1 PAR CUSIP 075887109	110 490 235 000 United States	0 00	25,965 15	19,881 09	6,084 06	0 00	6,084 06	
BEMIS CO , INC , COMMON STOCK, \$10 PAR CUSIP 081437105	40 960 550 000 United States	0 00	22,528 00	18,731 16	3,796 84	0 00	3,796 84	
BIOGEN IDEC INC COM STK CUSIP 09062X103	279 750 347 000 United States	0 00	97,073 25	33,146 09	63,927 16	0 00	63,927 16	
BIOMARIN PHARMACEUTICAL INC COM ISIN CH0008107010 CUSIP 09061G101	70 270 790 000 United States	0 00	55,513 30	31,615 72	23,897 58	0 00	23,897 58	
BLACKROCK INC COM STK CUSIP 09247X101	316 470 105 000 United States	0 00	33,229 35	22,743 99	10,485 36	0 00	10,485 36	
BOB EVANS FARMS INC COM CUSIP 096761101	50 590 810 000 United States	0 00	40,977 90	34,986 45	5,991 45	0 00	5,991 45	
BOEING CO COM CUSIP 097023105	136 490 586 000 United States	0 00	79,983 14	28,815 42	51,167 72	0 00	51,167 72	
BOSTON SCIENTIFIC CORP COM CUSIP 101137107	12 020 6,865 000 United States	0 00	82,517 30	40,370 94	42,146 36	0 00	42,146 36	
CA INC COM CUSIP 12673P105	33 650 930 000 United States	0 00	31,294 50	25,832 11	5,462 39	0 00	5,462 39	
CATAMARAN CORP COM CUSIP 148887102	47 480 945 000 Canada	0 00	44,868 60	45,496 47	-627 87	0 00	-627 87	
CELGENE CORP COM CUSIP 151020104	168 960 857 000 United States	0 00	144,798 72	39,174 87	105,623 85	0 00	105,623 85	
CHEVRON CORP COM CUSIP 166764100	124 910 270 000 United States	0 00	33,725 70	29,725 55	4,000 15	0 00	4,000 15	

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Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Common Stock								
CHURCH & DWIGHT INC COM	66 280							
CUSIP 171340102	690 000 United States	0 00	45,733 20	41,286 95	4,446 25	0 00	4,446 25	
CIMAREX ENERGY CO COM	104 910							
CUSIP 171798101	620 000 United States	0 00	65,044 20	41,341 03	23,703 17	0 00	23,703 17	
CISCO SYSTEMS INC COMMON STOCK	22 450							
CUSIP 17275R102	3,382 000 United States	0 00	75,925 90	66,344 93	9,580 97	0 00	9,580 97	
CITIGROUP INC COM NEW COM NEW	52 110							
CUSIP 172967424	2,360 000 United States	0 00	122,979 60	72,629 00	50,350 60	0 00	50,350 60	
CITRIX SYS INC COMMON STOCK	63 250							
CUSIP 177376100	537 000 United States	0 00	33,965 25	23,220 96	10,744 29	0 00	10,744 29	
CME GROUP INC COM STK	78 460							
CUSIP 12572Q105	500 000 United States	1,300 00	39,230 00	31,775 57	7,454 43	0 00	7,454 43	
COACH INC COM	56 130							
CUSIP 189754104	570 000 United States	141 75	31,994 10	29,932 88	2,061 22	0 00	2,061 22	
COMCAST CORP NEW-CL A	51 965							
CUSIP 20030N101	1,645 000 United States	320 77	85,482 42	42,007 35	43,475 07	0 00	43,475 07	
COMPASS MINERALS INTL INC COM	80 050							
CUSIP 20451N101	89 000 United States	0 00	7,124 45	6,647 62	476 83	0 00	476 83	
CONAGRA FOODS INC	33 700							
CUSIP 205887102	2,205 000 United States	0 00	74,308 50	52,174 36	22,134 14	0 00	22,134 14	
CORNING INC COMMON STOCK	17 820							
CUSIP 219350105	2,230 000 United States	0 00	39,738 60	32,478 01	7,260 59	0 00	7,260 59	
COSTCO WHOLESALE CORP NEW COM	119 010							
CUSIP 22160K105	505 000 United States	0 00	60,100 05	21,461 49	38,638 56	0 00	38,638 56	

^ Complete cost information not available

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As of 31 DEC 13

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

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Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Common Stock								
CUMMINS INC	140 970							
CUSIP 231021106	424 000 United States	0 00	59,771 28	26,844 00	32,927 28	0 00	32,927 28	
DANAHER CORP COMMON STOCK \$ 01 PAR	77 200							
CUSIP 235851102	909 000 United States	22 72	70,174 80	33,628 45	36,546 35	0 00	36,546 35	
DARDEN RESTAURANTS INC COM	54 370							
CUSIP 237194105	535 000 United States	0 00	29,087 95	27,042 41	2,045 54	0 00	2,045 54	
DEVON ENERGY CORP NEW COM	61 870							
CUSIP 25179M103	1,000 000 United States	0 00	61,870 00	59,125 06	2,744 94	0 00	2,744 94	
DOVER CORP , COMMON STOCK \$1 PAR	96 540							
CUSIP 260003108	885 000 United States	0 00	85,437 90	38,081 46	47,356 44	0 00	47,356 44	
DR PEPPER SNAPPLE GROUP INC COM STK	48 720							
CUSIP 26138E109	925 000 United States	351 50	45,066 00	40,284 62	4,781 38	0 00	4,781 38	
DU PONT E I DE NEMOURS & CO COM STK	64 970							
CUSIP 263534109	1,039 000 United States	0 00	67,503 83	46,569 64	20,934 19	0 00	20,934 19	
EATON CORP PLC COM USD0 50	76 120							
CUSIP G29183103	891 000 United States	0 00	67,822 92	53,352 57	14,470 35	0 00	14,470 35	
EBAY INC COM USD0 001	54 890							
CUSIP 278642103	1,302 000 United States	0 00	71,466 78	67,552 44	3,914 34	0 00	3,914 34	
EDWARDS LIFESCIENCES CORP COM	65 760							
CUSIP 28176E108	627 000 United States	0 00	41,231 52	44,531 10	-3,299 58	0 00	-3,299 58	
EMERSON ELECTRIC CO COM	70 180							
CUSIP 291011104	465 000 United States	0 00	32,633 70	25,729 30	6,904 40	0 00	6,904 40	

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Common Stock								
ENSCO PLC SHS	57 180							
CLASS A COM								
CUSIP G3157S106	505 000 United States	0 00	28,875 90	30,482 82	-1,606 92	0 00	-1,606 92	
EOG RESOURCES	167 840							
INC COM								
CUSIP 26875P101	590 000 United States	0 00	99,025 60	57,061 76	41,963 84	0 00	41,963 84	
ESTEE LAUDER	75 320							
COMPANIES INC CL								
A USD0 01								
CUSIP 518439104	774 000 United States	0 00	58,297 68	34,235 42	24,062 26	0 00	24,062 26	
EXPRESS SCRIPTS	70 240							
HLDG CO COM								
CUSIP 30219G108	1,896 000 United States	0 00	133,175 04	105,794 74	27,380 30	0 00	27,380 30	
FACEBOOK INC CL	54 660							
A CL A								
CUSIP 30303M102	1,502 000 United States	0 00	82,099 32	45,094 14	37,005 18	0 00	37,005 18	
FRANKLIN RES INC	57 730							
COMMON STOCK,								
CUSIP 354613101	935 000 United States	112 20	53,977 55	51,847 47	2,130 08	0 00	2,130 08	
GENERAL	95 550							
DYNAMICS CORP								
COMMON STOCK,								
\$1 PAR								
CUSIP 369550108	440 000 United States	0 00	42,042 00	34,648 70	7,393 30	0 00	7,393 30	
GENERAL MILLS	49 910							
INC COM								
CUSIP 370334104	1,580 000 United States	0 00	78,857 80	55,497 50	23,360 30	0 00	23,360 30	
GENERAL MILLS	49 910							
INC COM								
CUSIP 370334104	155 000 United States	0 00	7,736 05	6,052 65	1,683 40	0 00	1,683 40	
GILEAD SCIENCES	75 150							
INC								
CUSIP 375558103	1,422 000 United States	0 00	106,863 30	55,304 43	51,558 87	0 00	51,558 87	
GOOGLE INC CL A	1,120 710							
CL A								
CUSIP 38259P508	217 000 United States	0 00	243,194 07	91,944 67	151,249 40	0 00	151,249 40	
GRAINGER, W W ,	255 420							
INC , COMMON								
STOCK, \$1 PAR								
CUSIP 384802104	171 000 United States	0 00	43,676 82	29,432 93	14,243 89	0 00	14,243 89	

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Common Stock								
HASBRO INC COM	55 010							
CUSIP 418056107	775 000 United States	0 00	42,632 75	32,196 66	10,436 09	0 00	10,436 09	
HILLENBRAND INC COM STK	29 420							
CUSIP 431571108	228 000 United States	0 00	6,707 76	5,232 56	1,475 20	0 00	1,475 20	
HOME DEPOT INC , COMMON STOCK, \$ 05 PAR	82 340							
CUSIP 437076102	1,132 000 United States	0 00	93,208 88	56,379 04	36,829 84	0 00	36,829 84	
ILLINOIS TOOL WKS INC COM	84 080							
CUSIP 452308109	855 000 United States	359 10	71,888 40	37,866 07	34,022 33	0 00	34,022 33	
INNOFOS HLDGS INC COM STK	48 600							
CUSIP 45774N108	270 000 United States	0 00	13,122 00	13,867 10	-745 10	0 00	-745 10	
INTEL CORP COM	25 960							
CUSIP 458140100	2,175 000 United States	0 00	56,463 00	56,627 79	-164 79	0 00	-164 79	
INTERCONTINENTA L EXCHANGE INC COM	224 920							
CUSIP 45866F104	272 000 United States	0 00	61,178 24	28,408 75	32,769 49	0 00	32,769 49	
INTERNATIONAL BUSINESS MACHS CORP COM	187 570							
CUSIP 459200101	455 000 United States	0 00	85,344 35	74,628 53	10,715 82	0 00	10,715 82	
INTUITIVE SURGICAL INC COM NEW STK	384 080							
CUSIP 46120E602	95 000 United States	0 00	36,487 60	22,500 22	13,987 38	0 00	13,987 38	
IRON MTN INC COM STK	30 350							
CUSIP 462846106	968 000 United States	261 36	29,378 80	29,226 26	152 54	0 00	152 54	
J2 GLOBAL INC COM	50 010							
CUSIP 48123V102	555 000 United States	0 00	27,755 55	19,216 80	8,538 75	0 00	8,538 75	
JACOBS ENGR GROUP INC COM	62 990							
CUSIP 469814107	1,016 000 United States	0 00	63,997 84	54,273 78	9,724 06	0 00	9,724 06	

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Common Stock								
JPMORGAN CHASE & CO COM	58 480							
CUSIP 46625H100	2,156 000 United States	0 00	126,082 88	79,047 69	47,035 19	0 00	47,035 19	
JUNIPER NETWORKS INC COM	22 570							
CUSIP 48203R104	1,870 000 United States	0 00	42,205 90	33,228 66	8,977 24	0 00	8,977 24	
KANSAS CITY SOUTHN	123 830							
CUSIP 485170302	752 000 United States	161 68	93,120 16	26,279 87	66,840 29	0 00	66,840 29	
KIMBERLY-CLARK CORP COMMON STOCK \$5 PAR	104 460							
CUSIP 494368103	360 000 United States	218 70	37,605 60	29,387 13	8,218 47	0 00	8,218 47	
KIMBERLY-CLARK CORP COMMON STOCK \$5 PAR	104 460							
CUSIP 494368103	845 000 United States	1,223 10	88,268 70	51,100 14	37,168 56	0 00	37,168 56	
KLA-TENCOR CORP	64 460							
CUSIP 482480100	511 000 United States	0 00	32,939 06	26,582 20	6,356 86	0 00	6,356 86	
KOHL'S CORP COMMON STOCK	56 750							
CUSIP 500255104	745 000 United States	0 00	42,278 75	37,597 95	4,680 80	0 00	4,680 80	
LINEAR TECH CORP DEL	45 550							
CUSIP 535678106	945 000 United States	0 00	43,044 75	28,868 87	14,175 88	0 00	14,175 88	
LINKEDIN CORP CL A	216 830							
CUSIP 53578A108	235 000 United States	0 00	50,955 05	41,625 47	9,329 58	0 00	9,329 58	
LOCKHEED MARTIN CORP COM	148 660							
CUSIP 539830109	135 000 United States	0 00	20,069 10	12,020 77	8,048 33	0 00	8,048 33	
MARSH & MCLENNAN CO'S INC , COMMON STOCK, \$1 PAR	48 360							
CUSIP 571748102	1,690 000 United States	0 00	81,728 40	75,218 39	6,510 01	0 00	6,510 01	

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Common Stock								
MASTERCARD INC CL A	835 460							
CUSIP 57636Q104	186 000 United States	0 00	155,395 56	64,857 84	90,537 72	0 00	90,537 72	
MC DONALDS CORP COMMON STOCK, NO PAR	97 030							
CUSIP 580135101	564 000 United States	0 00	54,724 92	25,069 80	29,655 12	0 00	29,655 12	
MC DONALDS CORP COMMON STOCK, NO PAR	97 030							
CUSIP 580135101	755 000 United States	0 00	73,257 65	50,245 25	23,012 40	0 00	23,012 40	
MEDTRONIC, INC , COMMON STOCK, \$ 10 PAR	57 390							
CUSIP 585055106	2,370 000 United States	663 60	136,014 30	94,041 60	41,972 70	0 00	41,972 70	
MICHAEL KORS HOLDINGS LTD COM NPV	81 190							
CUSIP G60754101	557 000 United States	0 00	45,222 83	28,415 44	16,807 39	0 00	16,807 39	
MICROSOFT CORP COM	37 430							
CUSIP 594918104	2,655 000 United States	0 00	99,376 65	68,260 05	31,116 60	0 00	31,116 60	
MICROSOFT CORP COM	37 430							
CUSIP 594918104	980 000 United States	0 00	36,681 40	32,930 30	3,751 10	0 00	3,751 10	
MLP AMERIGAS PARTNERS L P UNIT LTD	44 570							
PARTNERSHIP INT CUSIP 030975106	580 000 United States	0 00	25,850 60	24,560 19	1,290 41	0 00	1,290 41	
MLP COMPASS DIVERSIFIED HLDGS FORMERLY COMP SH BEN INT	19 630							
CUSIP 20451Q104	670 000 United States	0 00	13,152 10	10,561 10	2,591 00	0 00	2,591 00	
MLP MEMORIAL PRODTN PARTNERS LP COM UNITREPSTG	21 940							
CUSIP 586048100	940 000 United States	0 00	20,623 60	18,921 25	1,702 35	0 00	1,702 35	

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Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Common Stock								
MLP	42 500							
TRANSMONTAIGNE PARTNERS L P								
COM UNITREPTG CUSIP 89376V100	235 000 United States	0 00	9,987 50	8,126 98	1,860 52	0 00	1,860 52	
MLP WILLIAMS PARTNERS L P	50 860							
COM UNIT LTD PARTNERSHIP INT								
CUSIP 96950F104	705 000 United States	0 00	35,856 30	35,699 69	156 61	0 00	156 61	
MOLSON COORS BREWING CO CL B	56 150							
CL B CUSIP 60871R209	465 000 United States	0 00	26,109 75	21,613 37	4,496 38	0 00	4,496 38	
MONSANTO CO NEW COM	116 550							
CUSIP 61166W101	703 000 United States	0 00	81,934 65	49,602 78	32,331 87	0 00	32,331 87	
MORGAN STANLEY COM STK USD0 01	31 360							
CUSIP 617446448	3,970 000 United States	0 00	124,499 20	79,135 31	45,363 89	0 00	45,363 89	
NATIONAL CINEMEDIA INC	19 960							
COM CUSIP 635309107	800 000 United States	0 00	15,968 00	11,412 26	4,555 74	0 00	4,555 74	
NATIONAL FUEL GAS CO , COMMON	71 400							
STOCK, \$10 PAR CUSIP 636180101	665 000 United States	249 37	47,481 00	38,833 60	8,647 40	0 00	8,647 40	
NATIONAL OILWELL VARCO	79 530							
COM STK CUSIP 637071101	902 000 United States	0 00	71,736 06	26,502 46	45,233 60	0 00	45,233 60	
NIKE INC CL B CL B	78 640							
CUSIP 654106103	923 000 United States	221 52	72,584 72	20,743 84	51,840 88	0 00	51,840 88	
NOBLE ENERGY INC COM	68 110							
CUSIP 655044105	583 000 United States	0 00	39,708 13	27,498 00	12,210 13	0 00	12,210 13	
NORFOLK SOUTHN CORP COM	92 830							
CUSIP 655844108	300 000 United States	0 00	27,849 00	19,599 03	8,249 97	0 00	8,249 97	

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Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Common Stock								
NUCOR CORP COMMON STOCK, \$ 40 PAR CUSIP 670346105	53 380 500 000 United States	185 00	26,690 00	22,499 75	4,190 25	0 00	4,190 25	
NXP SEMICONDUCTORS N V COM STK CUSIP N6596X109	45 930 1,033 000 Netherlands	0 00	47,445 69	38,839 59	8,606 10	0 00	8,606 10	
OCCIDENTAL PETROLEUM CORP CUSIP 674599105	95 100 505 000 United States	240 00	48,025 50	43,197 38	4,828 12	0 00	4,828 12	
OCCIDENTAL PETROLEUM CORP CUSIP 674599105	95 100 1,480 000 United States	947 20	140,748 00	113,646 09	27,101 91	0 00	27,101 91	
ONEBEACON INSURANCE GROUP LTD COM STK USD0 01 CUSIP G67742109	15 820 400 000 United States	0 00	6,328 00	5,497 39	830 61	0 00	830 61	
OWENS & MINOR INC NEW COM CUSIP 690732102	36 560 825 000 United States	0 00	30,162 00	26,544 00	3,618 00	0 00	3,618 00	
PANERA BREAD CO CL A CUSIP 69840W108	176 690 250 000 United States	0 00	44,172 50	34,430 82	9,741 68	0 00	9,741 68	
PARKER-HANNIFIN CORP , COMMON STOCK, NO PAR CUSIP 701094104	128 640 665 000 United States	0 00	85,545 60	38,921 38	46,624 22	0 00	46,624 22	
PARTNERRE HOLDING LTD COM STK CUSIP G6852T105	105 430 310 000 United States	0 00	32,683 30	23,690 90	8,992 40	0 00	8,992 40	
PEPSICO INC COM CUSIP 713448108	82 940 1,260 000 United States	1,095 27	104,504 40	79,254 60	25,249 80	0 00	25,249 80	
PEPSICO INC COM CUSIP 713448108	82 940 420 000 United States	175 92	34,834 80	29,467 56	5,367 24	0 00	5,367 24	
PEPSICO INC COM CUSIP 713448108	82 940 1,073 000 United States	1,085 06	88,994 62	64,237 69	24,756 93	0 00	24,756 93	

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Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Common Stock								
PFIZER INC COM	30 630							
CUSIP 717081103	3,860 000 United States	0 00	118,231 80	58,015 80	60,216 00	0 00	60,216 00	
PHILIP MORRIS	87 130							
INTL COM STK NPV								
CUSIP 718172109	715 000 United States	672 10	62,297 95	66,065 77	-3,767 82	0 00	-3,767 82	
PNC FINANCIAL	77 580							
SERVICES GROUP								
COM STK								
CUSIP 693475105	555 000 United States	0 00	43,056 90	37,418 21	5,638 69	0 00	5,638 69	
PNC FINANCIAL	77 580							
SERVICES GROUP								
COM STK								
CUSIP 693475105	1,195 000 United States	0 00	92,708 10	62,296 94	30,411 16	0 00	30,411 16	
PRECISION	269 300							
CASTPARTS CORP								
COM								
CUSIP 740189105	334 000 United States	0 00	89,946 20	40,139 92	49,806 28	0 00	49,806 28	
PRICE T ROWE	83 770							
GROUP INC COM								
CUSIP 74144T108	620 000 United States	0 00	51,937 40	43,958 85	7,978 55	0 00	7,978 55	
PROCTER &	81 410							
GAMBLE COM NPV								
CUSIP 742718109	1,250 000 United States	0 00	101,762 50	75,800 00	25,962 50	0 00	25,962 50	
PROCTER &	81 410							
GAMBLE COM NPV								
CUSIP 742718109	305 000 United States	0 00	24,830 05	21,496 17	3,333 88	0 00	3,333 88	
PROGRESSIVE	27 270							
CORP , OHIO,								
COMMON STOCK,								
\$1 PAR								
CUSIP 743315103	2,975 000 United States	0 00	81,128 25	63,764 99	17,363 26	0 00	17,363 26	
PRUDENTIAL FINL	92 220							
INC COM								
CUSIP 744320102	990 000 United States	0 00	91,297 80	52,313 06	38,984 74	0 00	38,984 74	
QUALCOMM INC	74 250							
COM								
CUSIP 747525103	1,152 000 United States	0 00	85,536 00	45,148 69	40,387 31	0 00	40,387 31	
QUALCOMM INC	74 250							
COM								
CUSIP 747525103	510 000 United States	0 00	37,867 50	35,263 16	2,604 34	0 00	2,604 34	

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Common Stock								
QUEST	53 540							
DIAGNOSTICS INC								
COM								
CUSIP 74834L100	1,010 000	United States	0 00	54,075 40	50,821 16	3,254 24	0 00	3,254 24
RAYTHEON CO	90 700							
USD0 01								
CUSIP 755111507	360 000	United States	198 00	32,652 00	21,980 49	10,671 51	0 00	10,671 51
REGENERON	275 240							
PHARMACEUTICAL								
S INC COM								
CUSIP 75886F107	161 000	United States	0 00	44,313 64	44,644 48	-330 84	0 00	-330 84
REPUBLIC SVCS	33 200							
INC COM								
CUSIP 760759100	690 000	United States	179 40	22,908 00	21,379 85	1,528 15	0 00	1,528 15
ROGERS	45 250							
COMMUNICATIONS								
INC CL B NON VTG								
CL B								
CUSIP 775109200	965 000	Canada	393 45	43,666 25	40,642 03	3,024 22	0 00	3,024 22
SABRA HEALTH	26 140							
CARE REIT INC								
COM								
CUSIP 78573L106	1,355 000	United States	0 00	35,419 70	30,355 86	5,063 84	0 00	5,063 84
SAFETY INS	56 300							
GROUP INC COM								
CUSIP 78648T100	250 000	United States	0 00	14,075 00	10,397 10	3,677 90	0 00	3,677 90
SALESFORCE COM	55 190							
INC COM STK								
CUSIP 79466L302	1,965 000	United States	0 00	108,448 35	34,865 25	73,583 10	0 00	73,583 10
SCHLUMBERGER	90 110							
LTD COM COM								
CUSIP 806857108	922 000	United States	514 06	83,081 42	46,206 27	36,875 15	0 00	36,875 15
SHAW	24 340							
COMMUNICATIONS								
INC CL B								
NON-VOTING								
CUSIP 82028K200	435 000	Canada	0 00	10,587 90	10,233 67	354 23	0 00	354 23

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Common Stock								
SOUTHWEST AIRLINES CO , COMMON STOCK, \$1PAR	18 840							
CUSIP 844741108	3,870 000 United States	154 80	72,910 80	53,972 08	18,938 72	0 00	18,938 72	
STAPLES INC COM	15 890							
CUSIP 855030102	3,825 000 United States	459 00	60,779 25	55,908 56	4,870 69	0 00	4,870 69	
STAPLES INC COM	15 890							
CUSIP 855030102	2,055 000 United States	246 60	32,653 95	30,896 54	1,757 41	0 00	1,757 41	
STARBUCKS CORP COM	78 390							
CUSIP 855244109	911 000 United States	0 00	71,413 29	22,140 52	49,272 77	0 00	49,272 77	
STERICYCLE INC COM	116 170							
CUSIP 858912108	519 000 United States	0 00	60,292 23	42,326 11	17,966 12	0 00	17,966 12	
SYSCO CORP , COMMON STOCK, \$1 PAR	36 100							
CUSIP 871829107	1,000 000 United States	290 00	36,100 00	31,664 93	4,435 07	0 00	4,435 07	
SYSCO CORP , COMMON STOCK, \$1 PAR	36 100							
CUSIP 871829107	1,360 000 United States	394 40	49,096 00	40,264 21	8,831 79	0 00	8,831 79	
TARGET CORP COM STK	63 270							
CUSIP 87612E106	555 000 United States	0 00	35,114 85	33,390 45	1,724 40	0 00	1,724 40	
THE PRICELINE GROUP INC	1,162 400							
CUSIP 741503403	87 000 United States	0 00	101,128 80	36,078 96	65,049 84	0 00	65,049 84	
THOMSON REUTERS	37 820							
CUSIP 884903105	920 000 Canada	0 00	34,794 40	28,652 84	6,141 56	0 00	6,141 56	
TJX COS INC COMMON NEW	63 730							
CUSIP 872540109	1,320 000 United States	0 00	84,123 60	54,540 11	29,583 49	0 00	29,583 49	
TRACTOR SUPPLY CO COM	77 580							
CUSIP 892356106	828 000 United States	0 00	64,236 24	33,839 71	30,396 53	0 00	30,396 53	

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Common Stock								
TRIMBLE NAV LTD COM	34 700							
CUSIP 896239100	1,183 000 United States	0 00	41,050 10	22,153 56	18,896 54	0 00	18,896 54	
UNITED PARCEL SVC INC CL B	105 080							
CUSIP 911312106	400 000 United States	0 00	42,032 00	33,992 13	8,039 87	0 00	8,039 87	
UNITED TECHNOLOGIES CORP COM	113 800							
CUSIP 913017109	1,275 000 United States	0 00	145,095 00	83,283 00	61,812 00	0 00	61,812 00	
US BANCORP CUSIP 902973304	40 400							
865 000 United States	198 95	34,946 00	29,769 18	5,176 82	0 00	5,176 82		
V F CORP , COMMON STOCK, NO PAR	62 340							
CUSIP 918204108	1,400 000 United States	0 00	87,276 00	51,516 48	35,759 52	0 00	35,759 52	
VALMONT INDS INC COM	149 120							
CUSIP 920253101	286 000 United States	71 50	42,648 32	39,478 80	3,169 52	0 00	3,169 52	
VERIZON COMMUNICATIONS COM	49 140							
CUSIP 92343V104	1,356 000 United States	0 00	66,633 84	58,079 85	8,553 99	0 00	8,553 99	
VERIZON COMMUNICATIONS COM	49 140							
CUSIP 92343V104	700 000 United States	0 00	34,398 00	29,611 75	4,786 25	0 00	4,786 25	
WALGREEN CO COMMON STOCK, \$1 25 PAR	57 440							
CUSIP 931422109	325 000 United States	0 00	18,668 00	12,377 22	6,290 78	0 00	6,290 78	
WAL-MART STORES, INC COMMON STOCK, \$ 10 PAR	78 690							
CUSIP 931142103	385 000 United States	133 95	30,295 65	26,403 46	3,892 19	0 00	3,892 19	
WALT DISNEY CO CUSIP 254687106	76 400							
1,135 000 United States	976 10	86,714 00	39,723 75	46,990 25	0 00	46,990 25		

^ Complete cost information not available

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M&M ARISON FAMILY
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Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Common Stock								
WALT DISNEY CO	76 400							
CUSIP 254687106	1,198 000 United States	1,030 28	91,527 20	29,005 44	62,521 76	0 00	62,521 76	
WELLS FARGO & CO NEW COM STK	45 400							
CUSIP 949746101	1,835 000 United States	0 00	83,309 00	50,083 76	33,225 24	0 00	33,225 24	
WESTERN UNION CO	17 250							
CUSIP 959802109	2,075 000 United States	0 00	35,793 75	32,655 82	3,137 93	0 00	3,137 93	
WHIRLPOOL CORP COMMON STOCK, \$1 PAR	156 860							
CUSIP 963320106	275 000 United States	0 00	43,136 50	30,792 27	12,344 23	0 00	12,344 23	
WHOLE FOODS MKT INC COM	57 830							
CUSIP 966837106	1,089 000 United States	0 00	62,976 87	19,357 27	43,619 60	0 00	43,619 60	
YUM BRANDS INC COM	75 610							
CUSIP 988498101	708 000 United States	0 00	53,531 88	49,429 63	4,102 25	0 00	4,102 25	
Total Common Stock		16,696 76	10,544,796 70	6,783,385 86	3,761,410 84	0 00	3,761,410 84	

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Security Description	Market Price Local							
Asset ID	Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Funds - Common Stock								
#REORG/MANAGER	18 230							
S NAME CHANGE								
AMG FDS 2Y1MAC1								
EFF DT 06/09/2014								
CUSIP 561709833	128,740 500	United States	0 00	2,346,939 31	1,894,748 33	452,190 98	0 00	452,190 98
CF CASH AWAITING	1 000							
EQTY								
INVESTMENT								
CUSIP 14699QCF4	1,000,000 000	United States	0 00	1,000,000 00	1,000,000 00	0 00	0 00	0 00
MFO CAPITAL	11 930							
PRIVATE CLIENT								
SVCS FDS CAP								
NON US EQUITY FD								
CUSIP 14042Y601	259,965 340	International	0 00	3,101,386 50	3,000,000 00	101,386 50	0 00	101,386 50
MFO DODGE & COX	43 040							
INTERNATIONAL								
STOCK FUND								
CUSIP 256206103	113,532 420	International	0 00	4,886,435 35	3,280,799 63	1,605,635 72	0 00	1,605,635 72
MFO JPMORGAN	27 740							
TR I US LARGE								
CAP CORE PLUSFD								
SELECT CL								
CUSIP 4812A2389	57,674 540	United States	0 00	1,599,891 74	1,107,719 91	492,171 83	0 00	492,171 83
MFO MATTHEWS	24 990							
INTL FDS PAC								
TIGER FD INV CL								
CUSIP 577130107	59,630 690	Pacific Region	0 00	1,490,170 94	906,354 27	583,816 67	0 00	583,816 67
MFO ROWE T	16 010							
PRICE								
INTERNATIONAL								
FUNDS INCNEW								
CUSIP 77956H500	40,153 510	Asia Region	0 00	642,857 69	638,220 61	4,637 08	0 00	4,637 08
Total Funds - Common Stock			0 00	15,067,681 53	11,827,842 75	3,239,838 78	0 00	3,239,838 78

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Security Description	Market Price Local							
Asset ID	Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Funds - Equities ETF								
MFC VANGUARD	41 140							
FTSE EMERGING MKTS ETF								
CUSIP 922042858	6,944 000	Emerging Markets	0 00	285,676 16	286,180 99	-504 83	0 00	-504 83
SPDR S&P 500 ETF TRUST	184 670							
CUSIP 78462F103	5,094 000	United States	4,993 39	940,708 98	806,786 70	133,922 28	0 00	133,922 28
Total Funds - Equities ETF			4,993 39	1,226,385 14	1,092,967 69	133,417 45	0 00	133,417 45

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Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Fixed Income								
Funds - Government Agency								
MFO EATON	9 420							
VANCE MUTUAL								
FDS TRUST								
GLOBAL MACRO								
CUSIP 277923728	77,903 830 International	0 00	733,854 07	791,240 86	-57,386 79	0 00	-57,386 79	
MFO JPMORGAN	10 890							
TR II SHORT								
DURATION BD FD								
CL R6								
CUSIP 4812C0167	10,276 560 United States	164 18	111,911 73	112,914 00	-1,002 27	0 00	-1,002 27	
MFO PIMCO FDS	11 090							
UNCONSTRAINED								
BD FD CL P								
CUSIP 72201M453	17,841 900 United States	142 36	197,866 67	201,419 10	-3,552 43	0 00	-3,552 43	
MFO RIDGEWORTH	9 680							
FDS								
INTERMEDIATE BD								
FD CLI								
CUSIP 76628T702	237,730 450 United States	2,667 07	2,301,230 75	2,442,026 57	-140,795 82	0 00	-140,795 82	
MFO TEMPLETON	13 090							
INCOME TR								
GLOBAL BD FD								
ADVISOR CL								
CUSIP 880208400	143,345 790 International	0 00	1,876,396 39	1,898,588 54	-22,192 15	0 00	-22,192 15	
Total Funds - Government Agency		2,973 61	5,221,259 61	5,446,189 07	-224,929 46	0 00	-224,929 46	
Funds - Corporate Bond								
MFO EATON	9 190							
VANCE MUTUAL								
FDS TR FLOATING								
RATE-I								
CUSIP 277911491	184,939 090 United States	6,771 10	1,699,590 23	1,631,706 43	67,883 80	0 00	67,883 80	
MFO JPMORGAN	7 980							
TR II HIGH YIELD								
FD CL R6								
CUSIP 4812C0126	217,353 610 United States	10,370 59	1,734,481 80	1,681,375 14	53,106 66	0 00	53,106 66	

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Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Fixed Income								
<i>Funds - Corporate Bond</i>								
MFO PRUDENTIAL INVT PORTFOLIOS 9 PRUDENTIAL ABSOLUTE	9 850							
CUSIP 74441J829	20,702 890 United States	566 53	203,923 46	203,911 29	12 17	0 00	12 17	
Total Funds - Corporate Bond		17,708 22	3,637,995 49	3,516,992 86	121,002 63	0 00	121,002 63	
<i>Funds - Other Fixed Income</i>								
MFO JPMORGAN TR I STRATEGIC INCOME OPPTYS FD SELECT CL	11 890							
CUSIP 4812A4351	71,327 540 United States	1,921 48	848,084 45	832,465 99	15,618 46	0 00	15,618 46	
Total Funds - Other Fixed Income		1,921 48	848,084 45	832,465 99	15,618 46	0 00	15,618 46	
Total Fixed Income		22,603 31	9,707,339 55	9,795,647 92	-88,308 37	0 00	-88,308 37	

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Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Real Estate								
Real Estate								
GUGGENHEIM REIT FUND	560 000							
CUSIP 9951AR997	155 000 Unknown	0 00	560 00	155 00	405 00	0 00	405 00	
Total Real Estate		0 00	560 00	155 00	405 00	0 00	405 00	
Total Real Estate		0 00	560 00	155 00	405 00	0 00	405 00	

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Security Description	Market Price Local							
Asset ID	Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Venture Capital and Partnerships								
<i>Partnerships</i>								
APAX EUROPE VII-B	1 206							
SEDOL 676852U	1,161,739 270	Europe Region	0 00	1,930,025 96	1,602,153 40	329,207 25	-1,334 69	327,872 56
GUGGENHEIM PLUS II	1,343,618 000							
CUSIP 000473801	1,499,500 000	United States	0 00	1,343,618 00	1,499,500 00	-155,882 00	0 00	-155,882 00
JPMORGAN CHINA PRIVATE INVESTORS OFFSHORE LP	304,718 000							
CUSIP 991CV9994	309,265 000	China	0 00	304,718 00	309,265 00	-4,547 00	0 00	-4,547 00
Total Partnerships			0 00	3,578,361 96	3,410,918 40	168,778 25	-1,334 69	167,443 56
Total Venture Capital and Partnerships			0 00	3,578,361 96	3,410,918 40	168,778 25	-1,334 69	167,443 56

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Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Other Assets								
Miscellaneous								
&&&HSBC								
EUROSTOXX NOTE								
MATURING 3/24/14								
CUSIP 000731729	400,000 000 United States	0 00	479,040 00	400,000 00	79,040 00	0 00	79,040 00	
Total Miscellaneous		0 00	479,040 00	400,000 00	79,040 00	0 00	79,040 00	
Total Other Assets		0 00	479,040 00	400,000 00	79,040 00	0 00	79,040 00	

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Security Description	Market Price Local							
Asset ID	Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Hedge Fund								
Hedge Fund of Funds								
CF BLACKSTONE PARTNERS OFFSHORE LTD CL H1 - LEAD SER FD CUSIP 118992940	1,324 710							
CF SILVER CREEK LOW VOL STRATEGIES II LV12 CLASS A1 CUSIP QQE991Y78	3,704 110	International	0 00	4,906,871 55	4,000,000 00	906,871 55	0 00	906,871 55
CF SILVER CREEK LOW VOL STRATEGIES II LV12 CLASS A1 CUSIP QQE991Y78	154 310							
CF SILVER CREEK LOW VOL STRATEGIES II LV12 CLASS S CUSIP QQE991Y29	6,583 500	International	0 00	1,015,899 88	975,835 33	40,064 55	0 00	40,064 55
CF SILVER CREEK LOW VOL STRATEGIES II LV12 CLASS S CUSIP QQE991Y29	10 760							
CF SILVER CREEK LOW VOL STRATEGIES II LV12 CLASS S CUSIP QQE991Y29	729 180	International	0 00	7,845 97	69,221 20	-61,375 23	0 00	-61,375 23
CF SILVER CREEK LOW VOL STRATEGIES II LV12 CLASS S CUSIP QQE991Y86	157 290							
CF SILVER CREEK LOW VOL STRATEGIES II LV12 CLASS S CUSIP QQE991Y86	244 480	International	0 00	38,454 25	23,581 06	14,873 19	0 00	14,873 19
CF SILVER CREEK LOW VOL STRATEGIES II LV12 CLASS S CUSIP QQE991S34	0 000							
CF SILVER CREEK LOW VOL STRATEGIES II LV12 CLASS S CUSIP QQE991S34	78 890	International	0 00	0 00	7,564 54	-7,564 54	0 00	-7,564 54
CF SILVER CREEK LOW VOL STRATEGIES II LV12 CLASS S CUSIP QQE991YV5	4 890							
CF SILVER CREEK LOW VOL STRATEGIES II LV12 CLASS S CUSIP QQE991YV5	592 780	International	0 00	2,898 69	54,109 64	-51,210 95	0 00	-51,210 95
CF SILVER CREEK LOW VOL STRATEGIES II LV12 CLASS S CUSIP QQE991HY8	118 000							
CF SILVER CREEK LOW VOL STRATEGIES II LV12 CLASS S CUSIP QQE991HY8	48 730	International	0 00	5,750 14	4,097 40	1,652 74	0 00	1,652 74

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Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Hedge Fund								
<i>Hedge Fund of Funds</i>								
CF SILVER CREEK LOW VOL STRATEGIES II LV12 CLASS S	71 940							
CUSIP QQE991AS8	1,018 190 International	0 00	73,248 58	106,259 04	-33,010 46	0 00	-33,010 46	
CF SILVER CREEK LOW VOL STRATEGIES II LV12 CLASS S	94 030							
CUSIP QQE991KI9	81 980 International	0 00	7,708 57	8,555 58	-847 01	0 00	-847 01	
CF SILVER CREEK LOW VOL STRATEGIES II LV12 CLASS S	129 720							
CUSIP QQE991NJ4	1,083 800 International	0 00	140,590 53	113,474 71	27,115 82	0 00	27,115 82	
Total Hedge Fund of Funds		0 00	6,199,268 16	5,362,698 50^	836,569 66^	0 00^	836,569 66^	
Total Hedge Fund		0 00	6,199,268 16	5,362,698 50^	836,569 66^	0 00^	836,569 66^	

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Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Liabilities								
<i>Other Liabilities</i>								
CF CASH AWAITING SALE	1 000							
CUSIP 999362NH5	80,583 000 United States	0 00	-80,583 00	-80,583 00	0 00	0 00	0 00	
Total Other Liabilities		0 00	-80,583 00	-80,583 00	0 00	0 00	0 00	
Total Liabilities		0 00	-80,583 00	-80,583 00	0 00	0 00	0 00	

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Security Description	Market Price Local							
Asset ID	Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Cash and Cash Equivalents								
Funds - Short Term Investment								
MFB NORTHERN	1 000							
INSTL FDS NI								
GOVT SELECT								
SHARES								
CUSIP 665278701	314,288 380	United States	16 74	314,288 38	314,288 38	0 00	0 00	0 00
MFB NORTHERN	1 000							
INSTL FDS NI								
GOVT SELECT								
SHARES								
CUSIP 665278701	2 400	United States	7 38	2 40	2 40	0 00	0 00	0 00
MFB NORTHERN	1 000							
INSTL FDS NI								
GOVT SELECT								
SHARES								
CUSIP 665278701	36,543 680	United States	0 96	36,543 68	36,543 68	0 00	0 00	0 00
MFB NORTHERN	1 000							
INSTL FDS NI								
GOVT SELECT								
SHARES								
CUSIP 665278701	357 620	United States	0 00	357 62	357 62	0 00	0 00	0 00
Total Funds - Short Term Investment			25 08	351,192 08	351,192 08	0 00	0 00	0 00
Cash								
EURO	0 726							
	0 000	European Union	0 00	83,292 91	80,716 00	0 00	2,576 91	2,576 91
Total Cash			0 00	83,292 91	80,716 00	0 00	2,576 91	2,576 91
Invested Cash								
UNITED STATES	1 000							
DOLLAR								
	0 000	United States	0 00	0 04	0 04	0 00	0 00	0 00
Total Invested Cash			0 00	0 04	0 04	0 00	0 00	0 00
Total Cash and Cash Equivalents			25 08	434,485 03	431,908 12	0 00	2,576 91	2,576 91

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Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Adjustments To Cash								
<i>Pending Trade Purchases</i>								
UNITED STATES DOLLAR	1 000							
	0 000 United States	0 00	-22,603 31	-22,603 31	0 00	0 00	0 00	
Total Pending Trade Purchases		0 00	-22,603 31	-22,603 31	0 00	0 00	0 00	
Total Adjustments To Cash		0 00	-22,603 31	-22,603 31	0 00	0 00	0 00	

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**TY 2013 All Other Program
Related Investments Schedule**

Name: Micky and Madeleine Arison Family Foundation
C/O RICHARD KOHAN AFO LLC
EIN: 20-4822537

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: Micky and Madeleine Arison Family Foundation
C/O RICHARD KOHAN AFO LLC

EIN: 20-4822537

**TY 2013 Investments Corporate
Bonds Schedule**

Name: Micky and Madeleine Arison Family Foundation
C/O RICHARD KOHAN AFO LLC

EIN: 20-4822537

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	3,516,993	3,637,995
GOVERNMENT AGENCIES	5,446,189	5,221,260
OTHER FIXED INCOME	832,466	848,084

TY 2013 Investments Corporate Stock Schedule

Name: Micky and Madeleine Arison Family Foundation
C/O RICHARD KOHAN AFO LLC

EIN: 20-4822537

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SECURITIES	19,704,196	26,838,863

TY 2013 Investments - Land Schedule

Name: Micky and Madeleine Arison Family Foundation

C/O RICHARD KOHAN AFO LLC

EIN: 20-4822537

TY 2013 Investments - Other Schedule

Name: Micky and Madeleine Arison Family Foundation

C/O RICHARD KOHAN AFO LLC

EIN: 20-4822537

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
APAX EUROPE VII-B		1,602,153	1,930,026
REAL ESTATE		155	560
EUROSTOXX NOTE		400,000	479,040
GUGGENHEIM PLUS II		1,499,500	1,343,618
JPMORGAN CHINA PRIVATE INVEST		309,265	304,718
BLACKSTONE PARTNERS OFFSHORE		4,000,000	4,906,872
CF SILVER CREEK LOW VOL SRAT		1,362,699	1,292,396

TY 2013 Land, Etc. Schedule

Name: Micky and Madeleine Arison Family Foundation

C/O RICHARD KOHAN AFO LLC

EIN: 20-4822537

TY 2013 Other Decreases Schedule

Name: Micky and Madeleine Arison Family Foundation

C/O RICHARD KOHAN AFO LLC

EIN: 20-4822537

Description	Amount
BOOK/TAX DIFFERENCE	300,451

TY 2013 Other Expenses Schedule**Name:** Micky and Madeleine Arison Family Foundation

C/O RICHARD KOHAN AFO LLC

EIN: 20-4822537

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GUGGENHEIM PLUS II LP	7,958	7,958		
BLACKSTONE PARTNERS OFFSHORE	2,583	2,583		
SILVER CREEK LOW VOL STRATEGY	18,758	18,758		
COMPASS DIVERSIFIED HOLDINGS	273	273		
JPM CHINA PRIVATE INVESTORS	15,122	15,122		
MEMORIAL PRODUCTION PARTNERS	372	372		
OZDPII PRIVATE INVESTORS	118	118		
AP EUROPE VII PRIVATE INVESTOR	340	340		
BREITBURN ENERGY	1,393	1,393		

TY 2013 Other Income Schedule**Name:** Micky and Madeleine Arison Family Foundation

C/O RICHARD KOHAN AFO LLC

EIN: 20-4822537

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NORTHERN TRUST #26-67948	1,478	1,478	
NORTHERN TRUST #26-46807	1,440	1,440	
BLACKSTONE PARTNERS OFFSHORE, LTD	196	196	
COMPASS DIVERSIFIED HOLDINGS	-62	-62	
BREITBURN ENERGY	4,803	4,803	

TY 2013 Other Liabilities Schedule

Name: Micky and Madeleine Arison Family Foundation

C/O RICHARD KOHAN AFO LLC

EIN: 20-4822537

Description	Beginning of Year - Book Value	End of Year - Book Value
OTHER LIABILITIES	0	80,583

TY 2013 Other Professional Fees Schedule

Name: Micky and Madeleine Arison Family Foundation

C/O RICHARD KOHAN AFO LLC

EIN: 20-4822537

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	159,430	159,430		

TY 2013 Taxes Schedule**Name:** Micky and Madeleine Arison Family Foundation

C/O RICHARD KOHAN AFO LLC

EIN: 20-4822537

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	16,140	16,140		