Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: TED ARISON FAMILY FOUNDATION USA, INC

A Employer identification number: 59-2128429

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

Room/suite:

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

City or town, state or province, country, and ZIP or foreign postal code: AVENTURA, FL 33180

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 504,050,014.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	3,106,730.			
	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	9,047,760.	9,001,214.		ATCH 1
	5a Gross rents	34,526.	34,526.		
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	22,173,155.			
	b Gross sales price for all assets on line 6a 220,004,234.				
	7 Capital gain net income (from Part IV, line 2)		22,173,155.		
	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	-14,772.	-14,772.		
	12 **Total.** Add lines 1 through 11	34,347,399.	31,194,123.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	303,052.			303,052.
	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) *	306,710.	153,355.		
	17 Interest ATCH 4	136.	136.		
	18 Taxes (attach schedule) (see instructions) ATCH 5	196,653.	191,488.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	6,561,370.	1,418,093.		4,925,103.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	7,367,921.	1,763,072.		5,228,155.
	25 Contributions, gifts, grants paid	18,703,903.			18,703,903.
	26 **Total expenses and disbursements** Add lines 24 and 25	26,071,824.	1,763,072.		23,932,058.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	8,275,575.			
	b **Net investment income** (if negative, enter -0-)		29,431,051.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	9,322,895.	31,611,765.	31,611,765.
	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)	31,390,095.	19,418,560.	19,205,865.
	b Investments - corporate stock (attach schedule) ATCH 7	88,022,603.	91,294,818.	133,490,746.
	c Investments - corporate bonds (attach schedule) ATCH 8	84,597,559.	40,318,799.	42,074,112.
	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	172,909,798.	211,676,046.	250,119,066.
	14 Land, buildings, and equipment basis ▶ 27,140,728.			
	Less accumulated depreciation (attach schedule) ▶	26,972,752.	27,140,728.	27,140,728.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	413,623,434.	421,868,448.	504,050,014.
Liabilities	17 Accounts payable and accrued expenses	1,654.	6,748.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	1,654.	6,748.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	413,621,780.	421,861,700.	
	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)	413,621,780.	421,861,700.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	413,623,434.	421,868,448.	

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	413,621,780.
2	Enter amount from Part I, line 27a	2	8,275,575.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	421,897,355.
5	Decreases not included in line 2 (itemize) ▶ ATCH 10	5	35,655.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	421,861,700.

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	22,173,155.
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))
2012	21,744,763.	455,837,512.	0.047703
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

2	**Total** of line 1, column (d)	2	0.243330
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	0.048666
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	479,705,358.
5	Multiply line 4 by line 3	5	23,345,341.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	294,311.
7	Add lines 5 and 6	7	23,639,652.
8	Enter qualifying distributions from Part XII, line 4	8	24,100,034.

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 ▶ [X] and enter 1% of Part I, line 27b		1	294,311.
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	294,311.
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	294,311.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 402,000.		
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	502,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	2,489.
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	205,200.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 205,200. **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 2013 or the taxable year beginning in 2013 (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? Website address ▶ N/A	13	X	
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			
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? 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 11	16	X	

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 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		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 2013?	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 12		303,052.	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 13		73,236.
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	442,128,372.
b	Average of monthly cash balances	1b	17,333,684.
c	Fair market value of all other assets (see instructions)	1c	27,548,460.
d	**Total** (add lines 1a, b, and c)	1d	487,010,516.
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	487,010,516.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	7,305,158.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	479,705,358.
6	**Minimum investment return.** Enter 5% of line 5	6	23,985,268.

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

1	Minimum investment return from Part X, line 6			1	23,985,268.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	294,311.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	294,311.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	23,690,957.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	23,690,957.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	23,690,957.

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	23,932,058.
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	167,976.
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	24,100,034.
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	294,311.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	23,805,723.

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				23,690,957.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			20,923,448.	
b Total for prior years 20 11 ,20 10 ,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 24,100,034.				
a Applied to 2012, but not more than line 2a			20,923,448.	
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				3,176,586.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(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 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				20,514,371.
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				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 address of the person to whom applications should be addressed

ATCH 14

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

LETTER OF REQUEST TO FOUNDATION.

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATCH 15				
Total . . . . ▶ **3a**				18,703,903.
b Approved for future payment				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	9,001,214.	
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	34,526.	
7 Other investment income			14	-14,772.	
8 Gain or (loss) from sales of assets other than inventory			18	22,173,155.	
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)				31,194,123.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 31,194,123.

(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	N/A

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee — Date 11.11.14 — Title CEO

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RICHARD S. WAGMAN		11/11/14		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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www irs.gov/form990

OMB No 1545-0047

2013

Name of the organization	Employer identification number
TED ARISON FAMILY FOUNDATION USA, INC	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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (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	$ 3,090,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	LIN ARISON C/O AFO LLC 2 ALHAMBRA PLAZA, STE 1040 CORAL GABLES, FL 33134	$ 16,730.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					113,503.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					2,104,181.	
		ST SALES - SEE STATEMENT A PROPERTY TYPE: SECURITIES					VAR	VAR
							130,299.	
		LT SALES - SEE STATEMENT A PROPERTY TYPE: SECURITIES					VAR	VAR
							19810265.	
		CLASS ACTION SETTLEMENTS PROPERTY TYPE: SECURITIES					VAR	VAR
14,907.							14,907.	
TOTAL GAIN(LOSS)							22173155.	

Form **8868**
(Rev January 2014)
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.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions TED ARISON FAMILY FOUNDATION USA, INC	Employer identification number (EIN) or 59-2128429
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 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 (other than individual)	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 14, to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 20 13 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	$ 502,000.
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	$ 402,000.
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 funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions TED ARISON FAMILY FOUNDATION USA, INC	Employer identification number (EIN) or 59-2128429
File by the due date for filing your return See instructions	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-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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 11/17 , 20 14

5 For calendar year 2013 , 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$ 502,000.
b	If this application is for Forms 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**	$ 502,000.
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 ▶ ROS y Title ▶ Agent Date ▶ 07/28/2014

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HYPERION ISRAEL VENTURE PARTNERS L.P.	12.	12.
J.P. MORGAN POOLED VENTURE CAPITAL	3,236.	3,236.
WHITEHALL PARALLEL GLOBAL	534.	534.
J.P. MORGAN DIRECT VENTURE CAPITAL	1.	1.
OTHER DIV. & INT. - NORTHERN TRUST	8,933,001.	8,886,455.
GUGGENHEIM PLUS II, L.P.	109,062.	109,062.
AMERIGAS PARTNERS, L.P.	1,191.	1,191.
INTEREST INCOME	723.	723.
TOTAL	9,047,760.	9,001,214.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INCOME/(LOSS) FROM PARTNERSHIPS		-41,417.	-41,417.
OTHER INCOME - NORTHERN TRUST		29,240.	29,240.
F/X GAIN/(LOSS) FROM FORM 4797		-2,595.	-2,595.
	TOTALS	-14,772.	-14,772.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PROFESSIONAL FEES	306,710.	153,355.
TOTALS	306,710.	153,355.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PASS THRU K-1 INVESTMENT INT	136.	136.
TOTALS	136.	136.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FLORIDA REVENUE TAX	5,165.	
FOREIGN TAXES PAID	191,488.	191,488.
TOTALS	196,653.	191,488.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MANAGEMENT FEES	754,459.	754,459.	
MULTI MANAGER FEES	400,843.	400,843.	
CUSTODY FEES	153,945.	153,945.	
PASS THRU K-1 OTHER DEDUCTIONS	174.	174.	
PASS THRU K-1 PORT. DEDUCTIONS	108,672.	108,672.	
LIFE INSURANCE PREMIUMS	218,174.		
EXPENSES FOR TAFF - ISRAEL:			
SALARIES & WAGES	2,605,998.		2,605,998.
FOREIGN PROPERTY TAXES	166,019.		166,019.
EMPLOYEE BENEFITS	239,776.		239,776.
RENTAL EXPENSE	67,223.		67,223.
REPAIRS & MAINTENANCE	273,645.		273,645.
PROFESSIONAL FEES - LEGAL	64,793.		64,793.
PROFESSIONAL FEES - OTHER	443,590.		443,590.
OFFICE SUPPLIES	20,051.		20,051.
PRINTING & PUBLICATIONS	9,633.		9,633.
TRAVEL EXPENSES	361,796.		361,796.
MARKETING EXPENSES	455,219.		455,219.
UTILITIES EXPENSES	31,950.		31,950.
BANK FEES	6,127.		6,127.
SUPPLIES	108,696.		108,696.
OTHER EXPENSES	70,587.		70,587.
TOTALS	6,561,370.	1,418,093.	4,925,103.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OTHER DOMESTIC	91,294,818.	133,490,746.
TOTALS	91,294,818.	133,490,746.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS	40,318,799.	42,074,112.
TOTALS	40,318,799.	42,074,112.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AURORA OFFSHORE FUND LTD II	9,300,000.	12,729,343.
GUGGENHEIM PLUS II, LP	11,313,460.	11,448,057.
HYPERION ISRAEL VENTURE PARTNE	1,148,392.	751,104.
APAX EUROPE VII-B LP	5,816,921.	7,076,762.
WHITEHALL PARALLEL GLOBAL	369,445.	145,028.
ALTIMA ONE WORLD AGRICULTURE F	4,663,935.	1,983,486.
YORK CREDIT OPP FUND	7,000,000.	12,641,553.
INTERNATIONAL EQUITY SECURITY	72,955,684.	95,366,338.
CD&R FUND VII	-19,851.	2,060,670.
CAP II PRIVATE INVESTORS	175,273.	863,961.
APOLLO INVESTMENT FUND VI	310,393.	1,684,252.
JP MORGAN VENT CAP PRVT INVEST	925,607.	1,267,514.
JP MORGAN MOSAIC REIT	211.	1.
MUTUAL FUNDS	20,791,970.	20,099,505.
GRACIE INTERNATIONAL CREDIT OP	NONE.	NONE.
STANDARD PACIFIC CAP OFFSHORE	1.	539,681.
WINTON FUTURES FUND	10,000,000.	11,974,902.
JP MORGAN DAILY LIQUIDITY CPP	NONE.	NONE.
JP MORGAN CHINA PRIVATE INVEST	1,147,311.	1,218,870.
ATLAS GLOBAL LLC	10,000,000.	11,861,910.
SOUTHPAW CREDIT OP PARTNERS	5,000,000.	5,649,616.
AP VIII PRIVATE INVESTORS OFFS	613,867.	632,125.
SILVER LAKE PARTNERS IV LP	163,427.	124,388.
GAVEA FUND PLUS LTD	10,000,000.	10,000,000.
SHANNON RIVER PARTNERS HF	10,000,000.	10,000,000.
YORK ASIAN OPPS UNIT TRUST	10,000,000.	10,000,000.
OCH ZIFF PL OFFSHORE	10,000,000.	10,000,000.
ORBIMED PARTNERS LTD	10,000,000.	10,000,000.
TOTALS	211,676,046.	250,119,066.

ATTACHMENT 10

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

DESCRIPTION		AMOUNT
BOOK/TAX DIFFERENCE		35,655.
	TOTAL	35,655.

ATTACHMENT 11

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

UNITED KINGDOM
ISRAEL

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SHARI ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	CHAIRMAN 5.00	0	0	0
SHLOMIT DE-VRIES 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	VICE PRES./PART TIME 5.00	0	0	0
MARILYN ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	TRUSTEE/PART TIME 5.00	0	0	0
JASON ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	CEO/FULL TIME 40.00	303,052.	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	303,052.	0	0

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

ATTACHMENT 13

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
SHELDON SCHNEIDER 4082 BATTERSEA ROAD COCONUT GROVE, FL 33133	INVESTMENT ADVISOR	73,236.
TOTAL COMPENSATION		73,236.

ATTACHMENT 14

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

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

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

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOTAL GRANTS PAID - SEE STATEMENT B	NONE PC	GENERAL FUND	18,703,903.
		TOTAL CONTRIBUTIONS PAID	18,703,903.

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
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2013

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked	130,299.			130,299.
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	113,503.
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶	7	243,802.

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked	19,810,265.			19,810,265.
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	14,907.			14,907.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	2,104,181.
13 Capital gain distributions	13	
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶	16	21,929,353.

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
17	**Net short-term gain or (loss)**	17			243,802.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			21,929,353.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			22,173,155.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

20 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 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, 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 18a and 19 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 18b, col (2) or line 18c, 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 18a and 19 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 18b, col (2) or line 18c, col (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21	
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22	
23	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)	23	
24	Add lines 22 and 23	24	
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	25	
26	Subtract line 25 from line 24 If zero or less, enter -0-	26	
27	Subtract line 26 from line 21 If zero or less, enter -0-	27	
28	Enter the **smaller** of the amount on line 21 or $2,450	28	
29	Enter the **smaller** of the amount on line 27 or line 28	29	
30	Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0% ▶	30	
31	Enter the smaller of line 21 or line 26	31	
32	Subtract line 30 from line 26	32	
33	Enter the **smaller** of line 21 or $11,950	33	
34	Add lines 27 and 30	34	
35	Subtract line 34 from line 33 If zero or less, enter -0-	35	
36	Enter the **smaller** of line 32 or line 35	36	
37	Multiply line 36 by 15% ▶	37	
38	Enter the amount from line 31	38	
39	Add lines 30 and 36	39	
40	Subtract line 39 from line 38 If zero or less, enter -0-	40	
41	Multiply line 40 by 20% ▶	41	
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42	
43	Add lines 37, 41, and 42	43	
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44	
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45	

Form **8949** | **Sales and Other Dispositions of Capital Assets** | OMB No 1545-0074

Department of the Treasury Internal Revenue Service

▶ Information about Form 8949 and its separate instructions is at www irs gov/form8949

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

2013 Attachment Sequence No **12A**

Name(s) shown on return: TED ARISON FAMILY FOUNDATION USA, INC

Social security number or taxpayer identification number: 59-2128429

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required Enter the total directly on Schedule D, line 1a, you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

[X] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[ ] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
ST SALES - SEE STATEMENT A	VAR	VAR	130,299.				130,299.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			130,299.				130,299.

Note If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

For Paperwork Reduction Act Notice, see your tax return instructions Form **8949** (2013)

JSA
3X2615 2 000

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
TED ARISON FAMILY FOUNDATION USA, INC	59-2128429

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

[X] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[ ] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
LT SALES - SEE STATEMENT A	VAR	VAR	19810265.				19810265.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			19,810,265.				19810265.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

JSA
3X2616 2 000

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
TED ARISON FAMILY FOUNDATION USA, INC	59-2128429

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term For short-term transactions, see page 1

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
CLASS ACTION SETTLEMENTS	VAR	VAR	14,907.				14,907.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			14,907.				14,907.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

TED ARISON FAMILY FOUNDATION USA, INC.
YEAR ENDED DECEMBER 31, 2013
DETAIL WORKSHEET FOR GAINS/LOSSES

	Total Proceeds	Total Cost	Realized G/L	ST Breakout	LT Breakout
Northern Trust (various accounts) - See Attached Statement	219,989,327	(199,297,574)	**20,691,753**	**881,488**	**19,810,265**
Short Term Capital Gain Adjustment			(751,189)	**(751,189)**	-
Schedules K-1					
J P Morgan Direct			3,822	-	3,822
J P Morgan Pooled			176,896	215	176,681
Hyperion Israel			148,918	-	148,918
Whitehall Parallel			63,811	(12,538)	76,349
Amerigas Partners (New)			(8)	-	(8)
Guggenheim			1,824,245	125,826	1,698,419
Subtotal for Schedules K-1			**2,217,684**	**113,503**	**2,104,181**
Subtotal for all Securities above (as shown on tax return):			**22,158,248**	**243,802**	**21,914,446**
Other Capital Gains/Losses					
Class Action Proceeds	14,907	-	**14,907**	-	**14,907**
TOTALS	***220,004,234***		***22,173,155***	***243,802***	***21,929,353***

STATEMENT A

Transaction / Sub Category / Asset / Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2612309 - TAFF - NORTHERN TRUST GROWTH							
Capital Change Adjustments to Income							
Common Stock	130 00	0 00	0 00	130 00	0 00	0 00	130 00
Total Capital Change Adjustments to Income	130 00	0 00	0 00	130 00	0 00	0 00	130 00
Sales							
Common Stock	8,536,673 56	-7,508,601 05	-216,532 71	1,244,605 22	0 00	-216,532 71	1,244,605 22
Total Sales	8,536,673 56	-7,508,601 05	-216,532 71	1,244,605 22	0 00	-216,532 71	1,244,605 22
Total 2612309 - TAFF - NORTHERN TRU	**8,536,803.56**	**-7,508,601.05**	**-216,532.71**	**1,244,735.22**	**0.00**	**-216,532.71**	**1,244,735.22**
Total Short Term Gain Proceeds	1,638,484 69						
Total Short Term Loss Proceeds	2,668,783 27						
Total Long Term Gain Proceeds	3,985,395 64						
Total Long Term Loss Proceeds	244,139 96						
Total Undetermined Tax Lot Proceeds	130 00						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	4,307,267 96						
Total Long Term Proceeds	4,229,535 60						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**200,063.41**	**1,337,781 59**	**0.00**	**200,063.41**	**1,337,781.5[illegible]**
Total realized losses			**-416,596.12**	**-93,046.37**	**0.00**	**-416,596.12**	**-93,046 37**
Total realized gain/loss	**8,536,803.56**	**-7,508,601.05**	**-216,532.71**	**1,244,735.22**	**0.00**	**-216,532.71**	**1,244,735.22**

^ Complete cost information not available.
*Generated by Northern Trust on 30 Apr 14

STATEMENT A

Transaction Sub Category Asset Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2612387 - TAFF - PRIVATE EQUITY							
Other Gain/Loss							
Partnerships	66,875 29	0 00	66,875 29	0 00	0 00	66,875 29	0 00
Total Other Gain/Loss	66,875 29	0 00	66,875 29	0 00	0 00	66,875 29	0 00
Sales							
Partnerships	2,315,864 95	-2,315,864 95	0 00	0 00	0 00	0 00	0 00
Total Sales	2,315,864 95	-2,315,864 95	0 00	0 00	0 00	0 00	0 00
Total 2612387 - TAFF - PRIVATE EQUIT^	**2,382,740.24**	**-2,315,864.95**	**66,875.29**	**0.00**	**0.00**	**66,875.29**	**0.00**
Total Short Term Gain Proceeds	66,875 29						
Total Short Term Loss Proceeds	0 00						
Total Long Term Gain Proceeds	0 00						
Total Long Term Loss Proceeds	0 00						
Total Undetermined Tax Lot Proceeds	2,382,740 24						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	66,875 29						
Total Long Term Proceeds	0 00						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**66,875.29**	**0.00**	**0.00**	**66,875.29**	**0.00**
Total realized losses			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total realized gain/loss	**2,382,740.24**	**-2,315,864.95**	**66,875.29**	**0.00**	**0.00**	**66,875.29**	**0.00**

^ Complete cost information not available.
*Generated by Northern Trust on 30 Apr 14

STATEMENT A

Transaction
Sub Category

Asset Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2613975 - TAFF - CASH & SUNDRY							
Capital Change Adjustments to Income							
Common Stock	9,257 06	0 00	0 00	9,257 06	0 00	0 00	9,257 06
Value Indeterminable	214 89	0 00	0 00	214 89	0 00	0 00	214 89
Total Capital Change Adjustments to Income	9,471 95	0 00	0 00	9,471 95	0 00	0 00	9,471 95
Sales							
Common Stock	23 59	0 00	0 00	23 59	0 00	0 00	23 59
Total Sales	23 59	0 00	0 00	23 59	0 00	0 00	23 59
Total 2613975 - TAFF - CASH & SUNDRY	**9,495.54**	**0.00**	**0.00**	**9,495.54**	**0.00**	**0.00**	**9,495.54**
Total Short Term Gain Proceeds	0 00						
Total Short Term Loss Proceeds	0 00						
Total Long Term Gain Proceeds	9,495 54						
Total Long Term Loss Proceeds	0 00						
Total Undetermined Tax Lot Proceeds	9,471 95						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	0 00						
Total Long Term Proceeds	9,495 54						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**0.00**	**9,495.54**	**0.00**	**0 00**	**9,495 54**
Total realized losses			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total realized gain/loss	**9,495.54**	**0.00**	**0.00**	**9,495.54**	**0.00**	**0.00**	**9,495.54**

^ Complete cost information not available
*Generated by Northern Trust on 30 Apr 14

STATEMENT A

Transaction Sub Category Asset Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2618579 - TAFF - PIMCO LOW DURATION							
Other Gain/Loss							
Funds - Corporate Bond	9,101 45	0 00	0 00	9,101 45	0 00	0 00	9,101 45
Total Other Gain/Loss	9,101 45	0 00	0 00	9,101 45	0 00	0 00	9,101 45
Sales							
Funds - Corporate Bond	15,000,000 00	-14,598,317 42	-5,010 18	406,692 76	0 00	-5,010 18	406,692 76
Total Sales	15,000,000 00	-14,598,317 42	-5,010 18	406,692 76	0 00	-5,010 18	406,692 76
Total 2618579 - TAFF - PIMCO LOW DUF	**15,009,101.45**	**-14,598,317.42**	**-5,010.18**	**415,794.21**	**0.00**	**-5,010.18**	**415,794.21**
Total Short Term Gain Proceeds	326,105 66						
Total Short Term Loss Proceeds	774,286 57						
Total Long Term Gain Proceeds	13,908,709 22						
Total Long Term Loss Proceeds	0 00						
Total Undetermined Tax Lot Proceeds	9,101 45						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	1,100,392 23						
Total Long Term Proceeds	13,908,709 22						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**989.47**	**415,794 21**	**0.00**	**989.47**	**415,794.21**
Total realized losses			**-5,999.65**	**0.00**	**0.00**	**-5,999.65**	**0.00**
Total realized gain/loss	**15,009,101.45**	**-14,598,317.42**	**-5,010.18**	**415,794.21**	**0.00**	**-5,010.18**	**415,794 21**

^ Complete cost information not available.
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STATEMENT A

Transaction Sub Category Asset Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2619692 - TAFF - WHITEHALL PARALLEL GLBL							
Other Gain/Loss							
Partnerships	71,289 00	0 00	71,289 00	0 00	0 00	71,289 00	0 00
Total Other Gain/Loss	71,289 00	0 00	71,289 00	0 00	0 00	71,289 00	0 00
Total 2619692 - TAFF - WHITEHALL PAF	**71,289 00**	**0.00**	**71,289.00**	**0.00**	**0.00**	**71,289.00**	**0.0**
Total Short Term Gain Proceeds	71,289 00						
Total Short Term Loss Proceeds	0 00						
Total Long Term Gain Proceeds	0 00						
Total Long Term Loss Proceeds	0 00						
Total Undetermined Tax Lot Proceeds	71,289 00						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	71,289 00						
Total Long Term Proceeds	0 00						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**71,289.00**	**0 00**	**0.00**	**71,289.00**	**0.00**
Total realized losses			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total realized gain/loss	**71,289 00**	**0.00**	**71,289.00**	**0.00**	**0 00**	**71,289.00**	**0.00**

^ Complete cost information not available.
*Generated by Northern Trust on 30 Apr 14

STATEMENT A

Transaction Sub Category Asset Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2620206 - TAFF - MATTHEWS PACIFIC TIGER							
Other Gain/Loss							
Funds - Common Stock	190,994 00	0 00	1,602 38	189,391 62	0 00	1,602 38	189,391 62
Total Other Gain/Loss	190,994 00	0 00	1,602 38	189,391 62	0 00	1,602 38	189,391 62
Total 2620206 - TAFF - MATTHEWS PAC	**190,994 00**	**0.00**	**1,602.38**	**189,391.62**	**0.00**	**1,602.38**	**189,391.62**
Total Short Term Gain Proceeds	1,602 38						
Total Short Term Loss Proceeds	0 00						
Total Long Term Gain Proceeds	189,391 62						
Total Long Term Loss Proceeds	0 00						
Total Undetermined Tax Lot Proceeds	190,994 00						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	1,602 38						
Total Long Term Proceeds	189,391 62						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**1,602.38**	**189,391 62**	**0.00**	**1,602.38**	**189,391.62**
Total realized losses			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total realized gain/loss	**190,994.00**	**0.00**	**1,602.38**	**189,391 62**	**0.00**	**1,602.38**	**189,391.62**

^ Complete cost information not available.
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STATEMENT A

Transaction / Sub Category / Asset / Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2623756 - TAFF - CS MCKEE							
Capital Change Adjustments to Income							
Common Stock	5,541 73	0 00	0 00	5,541 73	0 00	0 00	5,541 73
Total Capital Change Adjustments to Income	5,541 73	0 00	0 00	5,541 73	0 00	0 00	5,541 73
Sales							
Common Stock	19,628,052 12	-11,899,739 55	322,243 74	7,406,068 83	0 00	322,243 74	7,406,068 83
Total Sales	19,628,052 12	-11,899,739 55	322,243 74	7,406,068 83	0 00	322,243 74	7,406,068 83
Total 2623756 - TAFF - CS MCKEE	**19,633,593.85**	**-11,899,739 55**	**322,243.74**	**7,411,610.56**	**0.00**	**322,243.74**	**7,411,610.56**
Total Short Term Gain Proceeds	1,735,762 20						
Total Short Term Loss Proceeds	600,369 52						
Total Long Term Gain Proceeds	17,134,581 94						
Total Long Term Loss Proceeds	162,880 19						
Total Undetermined Tax Lot Proceeds	5,541 73						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	2,336,131 72						
Total Long Term Proceeds	17,297,462 13						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**369,133 87**	**7,460,996 83**	**0.00**	**369,133 87**	**7,460,996.83**
Total realized losses			**-46,890.13**	**-49,386.27**	**0.00**	**-46,890 13**	**-49,386.27**
Total realized gain/loss	**19,633,593 85**	**-11,899,739.55**	**322,243.74**	**7,411,610 56**	**0.00**	**322,243.74**	**7,411,610.56**

^ Complete cost information not available.
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STATEMENT A

Transaction Sub Category Asset Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2642116 - TAFF - WELLS FARGO ADVANTAGE							
Other Gain/Loss							
Funds - Other Fixed Income	384,594 22	0 00	185,913 75	198,680 47	0 00	185,913 75	198,680 47
Total Other Gain/Loss	384,594 22	0 00	185,913 75	198,680 47	0 00	185,913 75	198,680 47
Sales							
Funds - Other Fixed Income	24,000,000 00	-25,355,323 67	-14,639 43	-1,340,684 24	0 00	-14,639 43	-1,340,684 24
Total Sales	24,000,000 00	-25,355,323 67	-14,639 43	-1,340,684 24	0 00	-14,639 43	-1,340,684 24
Total 2642116 - TAFF - WELLS FARGO /	**24,384,594.22**	**-25,355,323.67**	**171,274.32**	**-1,142,003.77**	**0.00**	**171,274.32**	**-1,142,003.77**
Total Short Term Gain Proceeds	185,913 75						
Total Short Term Loss Proceeds	376,915 25						
Total Long Term Gain Proceeds	198,680 47						
Total Long Term Loss Proceeds	23,623,084 75						
Total Undetermined Tax Lot Proceeds	384,594 22						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	562,829 00						
Total Long Term Proceeds	23,821,765 22						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**185,913.75**	**198,680.47**	**0.00**	**185,913.75**	**198,680.47**
Total realized losses			**-14,639 43**	**-1,340,684.24**	**0.00**	**-14,639.43**	**-1,340,684.24**
Total realized gain/loss	**24,384,594.22**	**-25,355,323 67**	**171,274.32**	**-1,142,003.77**	**0.00**	**171,274.32**	**-1,142,003.77**

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STATEMENT A

Northern Trust | *Capital Gains*
01 JAN 13 - 31 DEC 13

Consolidation Name **TA FAMILY FOUNDATION USA**

Transaction Sub Category Asset Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2644071 - TAFF - RIVER ROAD MIDCAP							
Sales							
Common Stock	6,293,224 35	-5,156,125 51	180,996 24	956,102 60	0 00	180,996 24	956,102 60
Total Sales	6,293,224 35	-5,156,125 51	180,996 24	956,102 60	0 00	180,996 24	956,102 60
Total 2644071 - TAFF - RIVER ROAD MII	**6,293,224.35**	**-5,156,125.51**	**180,996.24**	**956,102.60**	**0.00**	**180,996.24**	**956,102.6**
Total Short Term Gain Proceeds	1,692,857 11						
Total Short Term Loss Proceeds	418,973 74						
Total Long Term Gain Proceeds	3,986,590 37						
Total Long Term Loss Proceeds	194,803 13						
Total Undetermined Tax Lot Proceeds	0 00						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	2,111,830 85						
Total Long Term Proceeds	4,181,393 50						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**224,023 42**	**1,061,107.15**	**0.00**	**224,023.42**	**1,061,107.15**
Total realized losses			**-43,027 18**	**-105,004 55**	**0.00**	**-43,027.18**	**-105,004.55**
Total realized gain/loss	**6,293,224 35**	**-5,156,125.51**	**180,996.24**	**956,102.60**	**0.00**	**180,996.24**	**956,102.60**

^ Complete cost information not available.
*Generated by Northern Trust on 30 Apr 14

STATEMENT A

Transaction Sub Category Asset Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2646311 - TAFF - JPM LARGE CAP CORE							
Other Gain/Loss							
Funds - Common Stock	352,413 52	0 00	8,376 28	344,037 24	0 00	8,376 28	344,037 24
Total Other Gain/Loss	352,413 52	0 00	8,376 28	344,037 24	0 00	8,376 28	344,037 24
Sales							
Funds - Common Stock	26,915,633 94	-17,834,635 42	123,609 37	8,957,389 15	0 00	123,609 37	8,957,389 15
Total Sales	26,915,633 94	-17,834,635 42	123,609 37	8,957,389 15	0 00	123,609 37	8,957,389 15
Total 2646311 - TAFF - JPM LARGE CAP	**27,268,047.46**	**-17,834,635.42**	**131,985.65**	**9,301,426.39**	**0.00**	**131,985.65**	**9,301,426.39**
Total Short Term Gain Proceeds	1,667,338 85						
Total Short Term Loss Proceeds	0 00						
Total Long Term Gain Proceeds	25,600,708 61						
Total Long Term Loss Proceeds	0 00						
Total Undetermined Tax Lot Proceeds	352,413 52						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	1,667,338 85						
Total Long Term Proceeds	25,600,708 61						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**131,985 65**	**9,301,426.39**	**0.00**	**131,985.65**	**9,301,426.39**
Total realized losses			**0.00**	**0.00**	**0.00**	**0 00**	**0.00**
Total realized gain/loss	**27,268,047.46**	**-17,834,635.42**	**131,985.65**	**9,301,426 39**	**0.00**	**131,985.65**	**9,301,426 39**

^ Complete cost information not available.
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STATEMENT A

Transaction Sub Category Asset Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2661005 - TAFF - JPM TECH LEADERS							
Sales							
Common Stock	6,614,290 13	-6,572,982 58	41,307 55	0 00	0 00	41,307 55	0 00
Total Sales	6,614,290 13	-6,572,982 58	41,307 55	0 00	0 00	41,307 55	0 00
Total 2661005 - TAFF - JPM TECH LEAD	**6,614,290.13**	**-6,572,982.58**	**41,307.55**	**0.00**	**0.00**	**41,307.55**	**0.0**
Total Short Term Gain Proceeds	3,672,937 78						
Total Short Term Loss Proceeds	2,941,352 35						
Total Long Term Gain Proceeds	0 00						
Total Long Term Loss Proceeds	0 00						
Total Undetermined Tax Lot Proceeds	0 00						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	6,614,290 13						
Total Long Term Proceeds	0 00						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**522,000 17**	**0.00**	**0.00**	**522,000 17**	**0.00**
Total realized losses			**-480,692.62**	**0.00**	**0.00**	**-480,692 62**	**0.00**
Total realized gain/loss	**6,614,290.13**	**-6,572,982.58**	**41,307.55**	**0.00**	**0.00**	**41,307.55**	**0.00**

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STATEMENT A

Transaction / Sub Category / Asset / Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2661423 - TAFF - UNALLOCATED PHYS GOLD							
Sales							
Miscellaneous	4,131,516 33	-4,800,000 00	-668,483 67	0 00	0 00	-668,483 67	0 00
Total Sales	4,131,516 33	-4,800,000 00	-668,483 67	0 00	0 00	-668,483 67	0 00
Total 2661423 - TAFF - UNALLOCATED I	**4,131,516.33**	**-4,800,000.00**	**-668,483.67**	**0 00**	**0.00**	**-668,483.67**	**0.0[illegible]**
Total Short Term Gain Proceeds	0 00						
Total Short Term Loss Proceeds	4,131,516 33						
Total Long Term Gain Proceeds	0 00						
Total Long Term Loss Proceeds	0 00						
Total Undetermined Tax Lot Proceeds	0 00						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	4,131,516 33						
Total Long Term Proceeds	0 00						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**0.00**	**0.00**	**0 00**	**0.00**	**0 00**
Total realized losses			**-668,483.67**	**0.00**	**0.00**	**-668,483.67**	**0.00**
Total realized gain/loss	**4,131,516.33**	**-4,800,000.00**	**-668,483 67**	**0.00**	**0.00**	**-668,483.67**	**0.00**

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STATEMENT A

Transaction / Sub Category / Asset / Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2661424 - TAFF - HSBC EM TOTAL RET							
Other Gain/Loss							
Funds - Common Stock	6,472 91	0 00	6,191 23	281 68	0 00	6,191 23	281 68
Total Other Gain/Loss	6,472 91	0 00	6,191 23	281 68	0 00	6,191 23	281 68
Total 2661424 - TAFF - HSBC EM TOTAL	**6,472 91**	**0.00**	**6,191.23**	**281.68**	**0.00**	**6,191.23**	**281.6[illegible]**
Total Short Term Gain Proceeds	6,191 23						
Total Short Term Loss Proceeds	0 00						
Total Long Term Gain Proceeds	281 68						
Total Long Term Loss Proceeds	0 00						
Total Undetermined Tax Lot Proceeds	6,472 91						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	6,191 23						
Total Long Term Proceeds	281 68						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**6,191.23**	**281.68**	**0.00**	**6,191.23**	**281 68**
Total realized losses			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total realized gain/loss	**6,472.91**	**0.00**	**6,191.23**	**281.68**	**0.00**	**6,191.23**	**281 68**

^ Complete cost information not available.
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STATEMENT A

Transaction / Sub Category / Asset / Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2661426 - TAFF - PIMCO UNCONSTRAINED							
Other Gain/Loss							
Funds - Government Agency	11,174 51	0 00	8,855 42	2,319 09	0 00	8,855 42	2,319 09
Total Other Gain/Loss	11,174 51	0 00	8,855 42	2,319 09	0 00	8,855 42	2,319 09
Total 2661426 - TAFF - PIMCO UNCONS	**11,174.51**	**0.00**	**8,855.42**	**2,319.09**	**0.00**	**8,855.42**	**2,319.0**
Total Short Term Gain Proceeds	8,855 42						
Total Short Term Loss Proceeds	0 00						
Total Long Term Gain Proceeds	2,319 09						
Total Long Term Loss Proceeds	0 00						
Total Undetermined Tax Lot Proceeds	11,174 51						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	8,855 42						
Total Long Term Proceeds	2,319 09						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**8,855 42**	**2,319.09**	**0.00**	**8,855.42**	**2,319.09**
Total realized losses			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total realized gain/loss	**11,174.51**	**0.00**	**8,855.42**	**2,319.09**	**0.00**	**8,855.42**	**2,319.09**

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STATEMENT A

Transaction
Sub Category

Asset Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2664421 - TAFF - JPM STRUCTURED NOTE							
Sales							
Miscellaneous	8,434,685 48	-10,000,000 00	0 00	-1,565,314 52	0 00	0 00	-1,565,314 52
Total Sales	8,434,685 48	-10,000,000 00	0 00	-1,565,314 52	0 00	0 00	-1,565,314 52
Total 2664421 - TAFF - JPM STRUCTURI	**8,434,685.48**	**-10,000,000.00**	**0.00**	**-1,565,314 52**	**0.00**	**0.00**	**-1,565,314.52**
Total Short Term Gain Proceeds	0 00						
Total Short Term Loss Proceeds	0 00						
Total Long Term Gain Proceeds	0 00						
Total Long Term Loss Proceeds	8,434,685 48						
Total Undetermined Tax Lot Proceeds	0 00						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	0 00						
Total Long Term Proceeds	8,434,685 48						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total realized losses			**0.00**	**-1,565,314 52**	**0.00**	**0.00**	**-1,565,314.52**
Total realized gain/loss	**8,434,685.48**	**-10,000,000.00**	**0.00**	**-1,565,314.52**	**0.00**	**0.00**	**-1,565,314.52**

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STATEMENT A

Transaction Sub Category Asset Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2670765 - TAFF - SIT DIVIDEND GROWTH							
Sales							
Common Stock	9,952,729 20	-8,649,474 20	145,557 59	1,157,697 41	0 00	145,557 59	1,157,697 41
Total Sales	9,952,729 20	-8,649,474 20	145,557 59	1,157,697 41	0 00	145,557 59	1,157,697 41
Total 2670765 - TAFF - SIT DIVIDEND GI	**9,952,729 20**	**-8,649,474 20**	**145,557 59**	**1,157,697.41**	**0.00**	**145,557.59**	**1,157,697.41**
Total Short Term Gain Proceeds	3,094,846 08						
Total Short Term Loss Proceeds	1,237,127 01						
Total Long Term Gain Proceeds	5,094,394 54						
Total Long Term Loss Proceeds	526,361 57						
Total Undetermined Tax Lot Proceeds	0 00						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	4,331,973 09						
Total Long Term Proceeds	5,620,756 11						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**269,875.44**	**1,294,661.30**	**0.00**	**269,875.44**	**1,294,661.30**
Total realized losses			**-124,317.85**	**-136,963.89**	**0.00**	**-124,317.85**	**-136,963 89**
Total realized gain/loss	**9,952,729.20**	**-8,649,474.20**	**145,557.59**	**1,157,697.41**	**0.00**	**145,557.59**	**1,157,697.41**

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STATEMENT A

Transaction Sub Category Asset Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2670767 - TAFF - EATON VANCE FLOATING RT							
Sales							
Funds - Corporate Bond	11,000,000 00	-10,623,961 13	5,895 84	370,143 03	0 00	5,895 84	370,143 03
Total Sales	11,000,000 00	-10,623,961 13	5,895 84	370,143 03	0 00	5,895 84	370,143 03
Total 2670767 - TAFF - EATON VANCE F	**11,000,000.00**	**-10,623,961 13**	**5,895.84**	**370,143.03**	**0.00**	**5,895.84**	**370,143.0**
Total Short Term Gain Proceeds	1,163,086 85						
Total Short Term Loss Proceeds	279,507 42						
Total Long Term Gain Proceeds	9,557,405 73						
Total Long Term Loss Proceeds	0 00						
Total Undetermined Tax Lot Proceeds	0 00						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	1,442,594 27						
Total Long Term Proceeds	9,557,405 73						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**6,600 37**	**370,143 03**	**0.00**	**6,600.37**	**370,143 03**
Total realized losses			**-704 53**	**0.00**	**0.00**	**-704.53**	**0.00**
Total realized gain/loss	**11,000,000.00**	**-10,623,961.13**	**5,895.84**	**370,143.03**	**0.00**	**5,895 84**	**370,143.03**

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STATEMENT A

Transaction / Sub Category / Asset / Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2679758 - ZZTAFF - GRACIE CREDIT OPPS							
Sales							
Hedge Equity	256,145 32	-133,238 99	0 00	122,906 33	0 00	0 00	122,906 33
Total Sales	256,145 32	-133,238 99	0 00	122,906 33	0 00	0 00	122,906 33
Total 2679758 - ZZTAFF - GRACIE CREI	**256,145.32**	**-133,238.99**	**0.00**	**122,906.33**	**0.00**	**0.00**	**122,906.3**
Total Short Term Gain Proceeds	0 00						
Total Short Term Loss Proceeds	0 00						
Total Long Term Gain Proceeds	256,145 32						
Total Long Term Loss Proceeds	0 00						
Total Undetermined Tax Lot Proceeds	0 00						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	0 00						
Total Long Term Proceeds	256,145 32						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**0.00**	**122,906.33**	**0.00**	**0.00**	**122,906.33**
Total realized losses			**0 00**	**0 00**	**0.00**	**0.00**	**0.00**
Total realized gain/loss	**256,145.32**	**-133,238.99**	**0.00**	**122,906 33**	**0.00**	**0 00**	**122,906.33**

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STATEMENT A

Transaction Sub Category Asset Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2691722 - TAFF - STANDARD PACIFIC							
Other Gain/Loss							
Hedge Equity	253,937 56	0 00	253,937 56	0 00	0 00	253,937 56	0 00
Total Other Gain/Loss	253,937 56	0 00	253,937 56	0 00	0 00	253,937 56	0 00
Sales							
Hedge Equity	9,999,999 00	-9,999,999 00	0 00	0 00	0 00	0 00	0 00
Total Sales	9,999,999 00	-9,999,999 00	0 00	0 00	0 00	0 00	0 00
Total 2691722 - TAFF - STANDARD PAC	**10,253,936.56**	**-9,999,999.00**	**253,937 56**	**0.00**	**0.00**	**253,937.56**	**0.00**
Total Short Term Gain Proceeds	253,937 56						
Total Short Term Loss Proceeds	0 00						
Total Long Term Gain Proceeds	0 00						
Total Long Term Loss Proceeds	0 00						
Total Undetermined Tax Lot Proceeds	10,253,936 56						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	253,937 56						
Total Long Term Proceeds	0 00						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**253,937 56**	**0.00**	**0.00**	**253,937.56**	**0.0**
Total realized losses			**0.00**	**0.00**	**0 00**	**0.00**	**0.00**
Total realized gain/loss	**10,253,936.56**	**-9,999,999.00**	**253,937.56**	**0.00**	**0.00**	**253,937 56**	**0.00**

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Transaction Sub Category Asset Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2698583 - TAFF - JPM HIGH YIELD							
Other Gain/Loss							
Funds - Corporate Bond	747,086 47	0 00	95,169 13	651,917 34	0 00	95,169 13	651,917 34
Total Other Gain/Loss	747,086 47	0 00	95,169 13	651,917 34	0 00	95,169 13	651,917 34
Sales							
Funds - Corporate Bond	23,500,000 00	-22,942,020 55	38,270 71	519,708 74	0 00	38,270 71	519,708 74
Total Sales	23,500,000 00	-22,942,020 55	38,270 71	519,708 74	0 00	38,270 71	519,708 74
Total 2698583 - TAFF - JPM HIGH YIELD	**24,247,086.47**	**-22,942,020.55**	**133,439.84**	**1,171,626 08**	**0.00**	**133,439.84**	**1,171,626.08**
Total Short Term Gain Proceeds	2,885,485 89						
Total Short Term Loss Proceeds	1,154,530 83						
Total Long Term Gain Proceeds	19,318,914 35						
Total Long Term Loss Proceeds	888,155 40						
Total Undetermined Tax Lot Proceeds	747,086 47						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	4,040,016 72						
Total Long Term Proceeds	20,207,069 75						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**148,976.77**	**1,178,258 94**	**0.00**	**148,976.77**	**1,178,258.94**
Total realized losses			**-15,536.93**	**-6,632.86**	**0.00**	**-15,536.93**	**-6,632.86**
Total realized gain/loss	**24,247,086 47**	**-22,942,020.55**	**133,439.84**	**1,171,626.08**	**0.00**	**133,439.84**	**1,171,626.08**

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STATEMENT A

Transaction / Sub Category / Asset / Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2698584 - TAFF - DREYFUS EMERGING MKTS							
Other Gain/Loss							
Funds - Government Agency	18,594 81	0 00	0 00	18,594 81	0 00	0 00	18,594 81
Total Other Gain/Loss	18,594 81	0 00	0 00	18,594 81	0 00	0 00	18,594 81
Sales							
Funds - Government Agency	6,000,000 00	-5,908,642 12	-16,547 01	107,904 89	0 00	-16,547 01	107,904 89
Total Sales	6,000,000 00	-5,908,642 12	-16,547 01	107,904 89	0 00	-16,547 01	107,904 89
Total 2698584 - TAFF - DREYFUS EMER	**6,018,594.81**	**-5,908,642.12**	**-16,547.01**	**126,499.70**	**0.00**	**-16,547.01**	**126,499 70**
Total Short Term Gain Proceeds	106,332 89						
Total Short Term Loss Proceeds	239,295 51						
Total Long Term Gain Proceeds	5,104,367 90						
Total Long Term Loss Proceeds	568,598 51						
Total Undetermined Tax Lot Proceeds	18,594 81						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	345,628 40						
Total Long Term Proceeds	5,672,966 41						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**457 36**	**156,384.92**	**0.00**	**457.36**	**156,384.9**
Total realized losses			**-17,004.37**	**-29,885 22**	**0.00**	**-17,004 37**	**-29,885.22**
Total realized gain/loss	**6,018,594.81**	**-5,908,642.12**	**-16,547.01**	**126,499.70**	**0.00**	**-16,547.01**	**126,499.70**

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Transaction Sub Category Asset Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2698725 - TAFF - T ROWE PRICE NEW ASIA							
Other Gain/Loss							
Funds - Common Stock	159,817 40	0 00	0 00	159,817 40	0 00	0 00	159,817 40
Total Other Gain/Loss	159,817 40	0 00	0 00	159,817 40	0 00	0 00	159,817 40
Total 2698725 - TAFF - T ROWE PRICE I	**159,817.40**	**0.00**	**0.00**	**159,817.40**	**0.00**	**0.00**	**159,817.4**
Total Short Term Gain Proceeds	0 00						
Total Short Term Loss Proceeds	0 00						
Total Long Term Gain Proceeds	159,817 40						
Total Long Term Loss Proceeds	0 00						
Total Undetermined Tax Lot Proceeds	159,817 40						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	0 00						
Total Long Term Proceeds	159,817 40						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**0.00**	**159,817.40**	**0.00**	**0.00**	**159,817.40**
Total realized losses			**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Total realized gain/loss	**159,817 40**	**0.00**	**0.00**	**159,817.40**	**0.00**	**0 00**	**159,817 40**

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Transaction Sub Category Asset Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
2698800 - TAFF - TEMPLETON GLOBAL BD							
Other Gain/Loss							
Funds - Government Agency	5,288 28	0 00	0 00	5,288 28	0 00	0 00	5,288 28
Total Other Gain/Loss	5,288 28	0 00	0 00	5,288 28	0 00	0 00	5,288 28
Sales							
Funds - Government Agency	10,000,000 00	-10,333,473 54	-13,291 03	-320,182 51	0 00	-13,291 03	-320,182 51
Total Sales	10,000,000 00	-10,333,473 54	-13,291 03	-320,182 51	0 00	-13,291 03	-320,182 51
Total 2698800 - TAFF - TEMPLETON GL	**10,005,288.28**	**-10,333,473.54**	**-13,291.03**	**-314,894.23**	**0.00**	**-13,291.03**	**-314,894.23**
Total Short Term Gain Proceeds	0 00						
Total Short Term Loss Proceeds	341,273 80						
Total Long Term Gain Proceeds	5,288 28						
Total Long Term Loss Proceeds	9,658,726 20						
Total Undetermined Tax Lot Proceeds	5,288 28						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	341,273 80						
Total Long Term Proceeds	9,664,014 48						
Total S/T translation gain/loss					0 00		
Total L/T translation gain/loss					0 00		
Total realized gains			**0.00**	**5,288.28**	**0.00**	**0.00**	**5,288.2**
Total realized losses			**-13,291.03**	**-320,182 51**	**0.00**	**-13,291.03**	**-320,182.51**
Total realized gain/loss	**10,005,288.28**	**-10,333,473.54**	**-13,291.03**	**-314,894.23**	**0.00**	**-13,291.03**	**-314,894 23**

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STATEMENT A

Transaction / Sub Category / Asset / Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
QUR03 - QUR03 TAFF USA-CAP GRD							
Foreign Exchange Buy							
Cash	13,046,325 62	^13,035,210 81	0 00	0 00	11,114 81	11,114 81	0 00
Total Foreign Exchange Buy	13,046,325 62	13,035,210 81	0 00	0 00	11,114 81	11,114 81	0 00
Foreign Exchange Sale							
Cash	-13,032,938 51	-13,035,210 81	0 00	0 00	2,272 30	2,272 30	0 00
Total Foreign Exchange Sale	-13,032,938 51	-13,035,210 81	0 00	0 00	2,272 30	2,272 30	0 00
Gain/Loss on Cash Disbursements							
Cash	12,871,291 15	-12,892,885 11	0 00	0 00	-21,593 96	-21,593 96	0 00
Total Gain/Loss on Cash Disbursements	12,871,291 15	-12,892,885 11	0 00	0 00	-21,593 96	-21,593 96	0 00
Sales							
Common Stock	5,367,229 56	-4,687,867 67	-26,691 69	759,932 99	-53,879 41	-36,905 74	716,267 63
Rights/Warrants	2,616 32	0 00	0 00	2,616 32	0 00	0 00	2,616 32
Total Sales	5,369,845 88	-4,687,867 67	-26,691 69	762,549 31	-53,879 41	-36,905 74	718,883 95
Total QUR03 - QUR03 TAFF USA-CAP G	**18,254,524.14**	**-17,580,752.78**	**-26,691 69**	**762,549 31**	**-62,086 26**	**-45,112.59**	**718,883.95**
Total Short Term Gain Proceeds	653,866 97						
Total Short Term Loss Proceeds	712,983 65						
Total Long Term Gain Proceeds	3,082,899 76						
Total Long Term Loss Proceeds	920,095 50						
Total Undetermined Tax Lot Proceeds	12,884,678 26						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	1,366,850 62						
Total Long Term Proceeds	4,002,995 26						
Total S/T translation gain/loss					-18,420 90		
Total L/T translation gain/loss					-43,665 36		
Total realized gains			**67,152.20**	**1,112,802.34**	**141,115.32**	**128,945.66**	**1,121,069.06**
Total realized losses			**-93,843.89**	**-350,253.03**	**-203,201.58**	**-174,058 25**	**-402,185.11**
Total realized gain/loss	**18,254,524.14**	**-17,580,752.78**	**-26,691.69**	**762,549.31**	**-62,086.26**	**-45,112 59**	**718,883 95**

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Transaction Sub Category Asset Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
QUR08 - TAFFUS-APAX EUROPE FUND VII							
Gain/Loss on Cash Disbursements							
Cash	542,948 49	-532,291 39	0 00	0 00	10,657 10	10,657 10	0 00
Total Gain/Loss on Cash Disbursements	542,948 49	-532,291 39	0 00	0 00	10,657 10	10,657 10	0 00
Principal Paydowns							
Partnerships	681,015 22	-775,648 53	0 00	0 00	-94,633 31	0 00	-94,633 31
Total Principal Paydowns	681,015 22	-775,648 53	0 00	0 00	-94,633 31	0 00	-94,633 31
Total QUR08 - TAFFUS-APAX EUROPE I	**1,223,963.71**	**-1,307,939.92**	**0.00**	**0.00**	**-83,976.21**	**10,657.10**	**-94,633.31**
Total Short Term Gain Proceeds	0 00						
Total Short Term Loss Proceeds	0 00						
Total Long Term Gain Proceeds	0 00						
Total Long Term Loss Proceeds	681,015 22						
Total Undetermined Tax Lot Proceeds	542,948 49						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	0 00						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	0 00						
Total Long Term Proceeds	681,015 22						
Total S/T translation gain/loss					10,657 10		
Total L/T translation gain/loss					-94,633 31		
Total realized gains			**0.00**	**0 00**	**10,657.10**	**10,657.10**	**0.00**
Total realized losses			**0.00**	**0.00**	**-94,633.31**	**0.00**	**-94,633.31**
Total realized gain/loss	**1,223,963.71**	**-1,307,939.92**	**0.00**	**0.00**	**-83,976.21**	**10,657.10**	**-94,633.31**

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Transaction / Sub Category / Asset / Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
QUR10 - TAFF-KLD GBL CLIMATE 100 INDX							
Capital Change Receipts/Disbursements							
Common Stock	106,397 50	-94,497 92	5,002 09	6,897 49	0 00	5,002 09	6,897 49
Rights/Warrants	6,110 14	0 00	2,552 70	3,557 45	-0 01	2,552 69	3,557 45
Total Capital Change Receipts/Disbursements	112,507 64	-94,497 92	7,554 79	10,454 94	-0 01	7,554 78	10,454 94
Foreign Exchange Buy							
Cash	2,137,270 79	2,137,000 00	0 00	0 00	270 79	270 79	0 00
Total Foreign Exchange Buy	2,137,270 79	2,137,000 00	0 00	0 00	270 79	270 79	0 00
Foreign Exchange Sale							
Cash	-2,137,726 76	-2,137,000 00	0 00	0 00	-726 76	-726 76	0 00
Total Foreign Exchange Sale	-2,137,726 76	-2,137,000 00	0 00	0 00	-726 76	-726 76	0 00
Gain/Loss on Cash Disbursements							
Cash	2,692,473 04	-2,692,935 06	0 00	0 00	-462 02	-462 02	0 00
Total Gain/Loss on Cash Disbursements	2,692,473 04	-2,692,935 06	0 00	0 00	-462 02	-462 02	0 00
Sales							
Common Stock	2,706,944 57	-2,835,713 39	307,867 40	-411,124 52	-25,511 70	297,958 53	-426,727 35
Rights/Warrants	26 31	-19 41	1 12	7 10	-1 32	1 17	5 73
Stapled Securities	127,722 35	-153,315 90	-3,182 91	-8,808 65	-13,601 99	-10,240 43	-15,353 12
Total Sales	2,834,693 23	-2,989,048 70	304,685 61	-419,926 07	-39,115 01	287,719 27	-442,074 74

^ Complete cost information not available.
*Generated by Northern Trust on 30 Apr 14

STATEMENT A

Transaction
Sub Category

Asset Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
Total QUR10 - TAFF-KLD GBL CLIMATE	**5,639,217 94**	**-5,776,481.68**	**312,240.40**	**-409,471.13**	**-40,033.01**	**294,356.06**	**-431,619.80**
Total Short Term Gain Proceeds	993,044 07						
Total Short Term Loss Proceeds	254,090 98						
Total Long Term Gain Proceeds	1,057,251 76						
Total Long Term Loss Proceeds	612,275 31						
Total *Undetermined* Tax Lot Proceeds	2,692,017 07						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	30,538 75						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	1,247,135 05						
Total Long Term Proceeds	1,700,065 82						
Total S/T translation gain/loss					-17,884 34		
Total L/T translation gain/loss					-22,148 67		
Total realized gains			**374,096.27**	**450,849.49**	**64,537.63**	**373,175.14**	**449,845.92**
Total realized losses			**-61,855 87**	**-860,320.62**	**-104,570.64**	**-78,819.08**	**-881,465.72**
Total realized gain/loss	**5,639,217.94**	**-5,776,481.68**	**312,240.40**	**-409,471.13**	**-40,033.01**	**294,356.06**	**-431,619.80**

^ Complete cost information not available.
*Generated by Northern Trust on 30 Apr 14

STATEMENT A

Northern Trust | **Capital Gains**

01 JAN 13 - 31 DEC 13

Consolidation Name — **TA FAMILY FOUNDATION USA**

Transaction
Sub Category

Asset Sub Group	Proceeds	Cost	Short Term Gain/Loss - Market	Long Term Gain/Loss - Market	Realized Gain /Loss - Translation	Short Term Realized Gain/Loss Total	Long Term Gain/Loss - Total
Report Total:	**219,989,326.86**	**-199,297,574.06**	**907,135.76**	**19,970,712.52**	**-186,095 48**	**881,487.62**	**19,810,265.18**
Total Short Term Gain Proceeds	20,224,813 67						
Total Short Term Loss Proceeds	16,131,006 23						
Total Long Term Gain Proceeds	108,652,639 22						
Total Long Term Loss Proceeds	46,514,821 22						
Total Undetermined Tax Lot Proceeds	30,728,290 87						
Additional Short Term Proceeds from zero G/L Transactions	0 00						
Additional Long Term Proceeds from zero G/L Transactions	30,538 75						
Short Term Proceeds due to REIT Re-Allocation	0 00						
Long Term Proceeds due to REIT Re-Allocation	0 00						
Total Short Term Proceeds	36,355,819 90						
Total Long Term Proceeds	155,197,999 19						
Total S/T translation gain/loss					**-25,648 14**		
Total L/T translation gain/loss					**-160,447.34**		
Total realized gains			**2,910,019.03**	**24,828,386.60**	**216,310.05**	**2,981,548.46**	**24,835,649.75**
Total realized losses			**-2,002,883.27**	**-4,857,674 08**	**-402,405.53**	**-2,100,060.84**	**-5,025,384.57**
Total realized gain/loss	**219,989,326.86**	**-199,297,574.06**	**907,135.76**	**19,970,712 52**	**-186,095.48**	**881,487.62**	**19,810,265.18**

^ Complete cost information not available.
*Generated by Northern Trust on 30 Apr 14

STATEMENT A

EIN 59-2128429
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2013

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	2nd payment of 3 year pledge "Raising Awareness	62,000 00
Aetna - Non-Profit Organization	N/A	Education Support services	3 of 3 year pledge (Laptops for teachers program)	100 000 00
AHVA	N/A	Disabilities well fare org	Finanacing design for AHVA Publushing	1,414 00
AMBI - The Israel Stuttering Association	N/A	Disabilities well fare org	Empowering stuttering youngsters in Israel	7,400 00
America Israel Cultural Foundation	N/A	Education- University	5 yr pleadge for supporting the organizations activi	500,000 00
American Associated Ben Gurion University	N/A	University	Supporting the 2013-2014 activity of the Kidumatic	100,000 00
American Friends of Ruach Tova, Inc	N/A	Public Charity (Israel)	1st payment based on budget	139,000
American Friends of the National Council	N/A	well fare services - children and youth	Child Victim Assistence Program	40,000 00
American Friends of the Tel Aviv Museum	N/A	museum	Supporting the Art Library in the name of Meir Ans	75,000 00
American Friends of Yedidim	N/A	children & youth in distress	Prevention Program for Immigrant Girls in Distress	39,213 00
Amutat Al Lekidum Tochniyot Lenoarbakeh	N/A	Disabilities well fare org	Financing 2 workshops for a year	17,375 00
Amutat Nirim	N/A	children & youth in distress - boarding school	Supporting the 2013-2014 activity of the emergenc	80,000 00
Association for Change in Education	N/A	scholarships educational org	2nd payment to support 90 scholarships for mothe	242 198 00
Athena Fund	N/A	educational org	1 of 3 year pledge (Laptops for teachers program)	150 000 00
Athnahta	N/A	children and youth in distress - hostel services	Financing Stipend - Provision of Basic Necessties	24,365 00
Bait or Aviva	N/A	well fare services - population in disteress	Equipping the dual diagnosis unit at Ilanot	36,900 00
Be - Atzmi	N/A	Non-Proft Organization/ Welfare Services	Empowerment for employment program	1,000,000 00
Beit Hashanti	N/A	children and youth in distress - hostel services	1st of 5 payments	200,000 00
Beit Issie Shapiro	N/A	disabilities service provider	1st payment of 3 year pledge	30 000 00
Bishvil Hahaim	N/A	well fare services - health	Pledge to support the organizations support groups for families	25,000 00
College of Management Academic Studies	N/A	education - college	Supporting the publication of the book - Social Bus	12,500 00
Council on Foundations	N/A	501C3 ORG	Membership Dues 12/2013-12/2014	40,000 00
Essence of Life	N/A	Non-Proft private Organization	Payments based on budget	2,035,288
Friends of Assaf Harofeh Medical Center	N/A	501C3 ORG	Supporting the 5th year of 2 Orthopedic interns	118,000 00
Friends of Macabbi	N/A	health sence provider	Supporting the Macabbi Health Care Services	35,000 00
George Mason University Foundation, Inc	N/A	501C3 ORG	Improvement Grant	500,000 00
Goodnet	N/A	Non-Proft private Organization	Goodnet	707,781
Grants to Invdividuals	N/A		Grants to individuals 2013	1 100,000 00
Greater Miami Jewish Federation	N/A	501C3 ORG	3 of 5 payments	1,000,000 00
Hakol Chinuch	N/A	501C3 ORG	Supporting the Center for Promoting Equal Opport	50,000 00
Haverim Le Refua	N/A	health sence provider	Funding of a medical procedure	28,385 00
Isra I s The Israel A L S Research Asso	N/A	health sence provider	Support program for the children of ALS patients	65,000 00
Israel Cancer Association, USA	N/A	health sence provider	Supporting the Hospice Project	100,000 00

STATEMENT B

EIN 59-2128429
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2013

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
Jewish Funders Network	N/A	501C3 ORG	Support of the developemnt of the JFN's Israel Offi	255,506 00
Larger Than Life	N/A	health sence provider	Saving Ran Borochov's Life	10,000 00
Matan Your Way To Give	N/A	Public Chanty (Israel)	Special Grant	155,000 00
Matan Your Way To Give	N/A	Public Chanty (Israel)	Special Grant	1 000,000 00
Milbat A Non-Profit Organization	N/A	rehabilitation services for the disabled	"Migbala Lelo Hagbala" Project	70,000 00
Natal	N/A	population in distress trauma center mental health services	Financing thera[ies for 60 children in the south of Is	51,420 00
Neenman Stroke Survivors	N/A	health sence provider	Supporting the organization activity	100 783 00
Nini Czopp	N/A	population in distress well fare services for the elderly	Supporting the project "A Voice from the Past"	23,684 00
Ohel Sarah Institute	N/A	disacilities - service provider	Establishing a therapeutic exercise facility	53,000 00
Or Yarok Association	N/A	education -educating road safety	Nehiga Bemivchan - Driving Under the Provision P	76,676 00
PEF Israel Endowment Funds	N/A	501C3 ORG	8 Organizations	1,784,348 00
Reuth Women's Social Service for Israel	N/A	hospital	Equipment purchase for the new medical service a	99,592 00
Ruach Tova	N/A	Public Chanty (Israel)	Payments based on budget	3,767,603
Sesame Workshop	N/A	Educational Org	Pledge to support The Treasure Hunt Project	100,000 00
Shahaf Foundation	N/A	Community Services	3 of 3 payments - Shahaf communities	50,000 00
Shalhevet Association	N/A	population in distress day care center for the elderly	Financing acquisition of new eqiupment for the Eld	9,570 00
Sheatufim	N/A	well fare services for deprived populations	3rd payment to support National Civic Forum	100,000 00
Society for the Preservation of Israel	N/A	culture and art	Restoration of ceramic embossment of Lea Madjar	16,727 00
Special Olympics Israel	N/A	disacilities - service provider	3 year pledge 2014-2016	50,000 00
Tel Aviv Foundation	N/A	population in distress - municipality service	Supporting The Family and Parenting Center	68,000 00
The American Jewish Distribution Comm	N/A	501C3 ORG	2 of 2 pleaadge to support the "Friending" model	50,000 00
The Center for Young Art Public	N/A	Non-Proft private Organization	Payments based on budget	1,034,666
The College of Saknin	N/A	education - college	Treatment of Learning Disabilities Project	100,000 00
The Interdisciplinary Ctr Herzelia	N/A	Educational Facility-College	6th payment for the GMBA Program	750,000 00
Topaz-The well being of Children & Youth	N/A	Population I distress-Relief-aid	Relief aid to the Phillippines	50,000 00
Trustee of Rotan Club of Lod Felllowship	N/A	disabilities	Purchase of supportive communication equipment	15 509 00
University of Miami	N/A	University	Payment	100,000 00
Yad Vashem	N/A	education & Museum	2nd of 3 year pledge for support of the Training pro	100,000 00
			7000 - Cash Donations Paid	18,703,903

STATEMENT B

EXPENDITURE RESPONSIBILITY STATEMENT

2013 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2013	Report Date Received
Access Israel	07/08/2013	$62,000.00	2nd payment of 3 year pledge "Raising Awareness Project"	**$62,000**	**05.2014**
Aetna - Non-Profit Organization	04/04/2013	$100,000.00	3 of 3 year pledge (Laptops for teachers program)	**$100,000**	**12.11.2013**
AHVA	10/01/2013	$1,414.00	Finanacing design for AHVA Publushing		
AMBI - The Israel Stuttering Association	12/16/2013	$7,400.00	Empowering stuttering youngsters in Israel		
America Israel Cultural Foundation	03/01/2013	$500,000.00	5 yr pleadge for supporting the organizations activity in 2011-2012 (4		
American Associated Ben Gurion University	07/11/2013	$100,000.00	Supporting the 2013-2014 activity of the Kidumatica		
American Friends of Ruach Tova, Inc.	02/01/2013	$139,000.00	1st payment based on budget	**$139,000**	**2014**
American Friends of the National Council	07/11/2013	$40,000.00	Child Victim Assistence Program	**$40,000**	**3.5.2014**
American Friends of the Tel Aviv Museum	10/01/2013	$75,000.00	Supporting the Art Library in the name of Meir Arison	**$38,716**	**7.10.2014**
American Friends of Yedidim	07/11/2013	$39,213.00	Prevention Program for Immigrant Girls in Distress	**$4,972**	**3.23.2014**
Amutat Al Lekidum Tochniyot Lenoarbakeh	12/16/2013	$17,375.00	Financing 2 workshops for a year		
Amutat Nirim	07/11/2013	$80,000.00	Supporting the 2013-2014 activity of the emergency personal wilderness	**$80,000**	**3.23.2014**
Association for Change in Education	12/01/2013	$242,198.00	2nd payment to support 90 scholarships for mothers		
Athena Fund	12/12/2013	$150,000.00	1 of 3 year pledge (Laptops for teachers program)		
Athnahta	07/11/2013	$24,365.00	Financing Stipend - Provision of Basic Necessties Project		
Bait or Aviva	12/16/2013	$36,900.00	Equipping the dual diagnosis unit at lianot		
Be - Atzmi	10/21/2013	$1,000,000.00	Empowerment for employment program	**$1,000,000**	
Beit Hashanti	06/25/2013	$200,000.00	1st of 5 payments	**$200,000**	**2.12.2014**

STATEMENT C

EXPENDITURE RESPONSIBILITY STATEMENT
2013 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2013	Report Date Received
Beit Issie Shapiro	09/01/2013	$30,000.00	1st payment of 3 year pledge		
Bishvil Hahaim	10/24/2013	$25,000.00	Pledge to support the organizations support groups for families		
College of Management Academic Studies	12/01/2013	$12,500.00	Supporting the publication of the book - Social Business		
Council on Foundations	12/12/2013	$40,000.00	Membership Dues 12/2013-12/2014	501C3 ORG	
Essence of Life	01/01/2013	$2,035,288.00	Payments based on budget	$990,000	2014
Friends of Assaf Harofeh Medical Center	12/16/2013	$118,000.00	Supporting the 5th year of 2 Orthopedic interns	501C3 ORG	
Friends of Macabbi	10/30/2013	$35,000.00	Supporting the Macabbi Health Care Services		
George Mason University Foundation, Inc	11/18/2013	$500,000.00	Improvement Grant	501C3 ORG	
Greater Miami Jewish Federation	10/15/2013	$1,000,000.00	3 of 5 payments		
Hakol Chinuch	09/01/2013	$50,000.00	Supporting the Center for Promoting Equal Opportunities in Education		
Haverim Le Refua	12/05/2013	$28,385.00	Funding of a medical procedure	501C3 ORG	
Isra.l.s. The Israel A.L.S. Research Asso	12/16/2013	$65,000.00	Support program for the children of ALS patients	501C3 ORG	
Israel Cancer Association, USA	12/16/2013	$100,000.00	Supporting the Hospice Project		
Jewish Funders Network	02/19/2013	$255,506.00	Support of the developemnt of the JFN's Israel Office	501C3 ORG	
Larger Than Life	08/13/2013	$10,000.00	Saving Ran Borochov's Life		
Matan Your Way To Give	09/01/2013	$1,155,000.00	Special Grant	$1,155,000	2014
Milbat A Non-Profit Organization	10/21/2013	$70,000.00	"Migbala Lelo Hagbala" Project		

STATEMENT C

EXPENDITURE RESPONSIBILITY STATEMENT
2013 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2013	Report Date Received
Natal	02/19/2013	$51,420.00	Financing thera[ies for 60 children in the south of Israel		
Neenman Stroke Survivors	12/16/2013	$100,783.00	Supporting the organization activity		
Nini Czopp	12/16/2013	$23,684.00	Supporting the project "A Voice from the Past"		
Ohel Sarah Institute	12/16/2013	$53,000.00	Establishing a therapeutic exercise facility		
Or Yarok Association	07/11/2013	$76,676.00	Nehiga Bemivchan - Driving Under the Provision Project		
Goodnet		$707,781.00		**$707,781**	
PEF, Israel Endowment Funds		$1,784,348.00	8 Organizations	**501C3 ORG**	
Reuth Women's Social Service for Israel	12/16/2013	$99,592.00	Equipment purchase for the new medical service at Reuth Medical Center	**$99,592**	**3.18.2014**
Ruach Tova		$3,767,603.00	Payments based on budget	**$3,767,603**	
Sesame Workshop	12/12/2013	$100,000.00	Pledge to support The Treasure Hunt Project		
Shahaf Foundation	11/06/2013	$50,000.00	3 of 3 payments - Shahaf communities		
Shalhevet Association	07/11/2013	$9,570.00	Financing acquisition of new equipment for the Elderly Health &	**$9,750**	**3.25.2014**
Sheatufim	12/09/2013	$100,000.00	3rd payment to support National Civic Forum	**$100,000**	**7.2014**
Society for the Preservation of Israel	05/29/2013	$16,727.00	Restoration of ceramic embossment of Lea Madjar at Jerusalem train station		
Special Olympics Israel	12/02/2013	$50,000.00	3 year pledge 2014-2016		
Grants to Invdividuals		$1,100,000.00	Operational Budget 2013	**$1,100,000**	
Tel Aviv Foundation	10/01/2013	$68,000.00	Supporting The Family and Parenting Center		

STATEMENT C

EXPENDITURE RESPONSIBILITY STATEMENT
2013 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2013	Report Date Received
The American Jewish Distribution Comm.	08/01/2013	$50,000.00	2 of 2 pleaadge to support the "Friending" model	501C3 ORG	
The Center for Young Art Public		$1,034,666.00	Payments based on budget	$780,000	2014
The College of Saknin	07/11/2013	$100,000.00	Treatment of Learning Disabilities Project		
The Interdisciplinary Ctr Herzelia	11/18/2013	$750,000.00	6th payment for the GMBA Program		
Topaz-The well being of Children & Youth	12/09/2013	$50,000.00	Relief aid to the Phillippines		
Trustee of Rotari Club of Lod Felllowship	12/26/2013	$15,509.00	Purchase of supportive communication equipment	$15,439	6.10.2014
University of Miami	10/15/2013	$100,000.00	Payment		
Yad Vashem	02/01/2013	$100,000.00	2nd of 3 year pledge for support of the Training program for Teachers from the		

$18,703,903

STATEMENT C

EXPENDITURE RESPONSIBILITY STATEMENT
2012 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Notes	Amount Expended 2012	Report Date Received	Amount Expended 2013	Report Date Received
Access Israel	06/01/2012	$62,000 00	Raising awareness for accessibility in elementary schools	See note 1.	$34,238	1.1.2013	$27,762	7.1 2013
All One A Public Benefit Company Ltd.	26/03/2012-6,700$ 17/12/2012- 5,300$	$12,000 00	Operation budget	See note 1.	$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)	See note 1	$500,000	2 26 2013		
American friends of Meshi	12/01/2012	$60,000 00	Purchase wheelchairs	See note 1			$58,544	2 1 2014
American Friends of Sunrise Israel	12/01/2012	$51,721 00	Supporting the Passover camp for children with cancer	See note 1	$51,721	08 06 2013		
American Friends of Technoda, Inc	04/03/2012	$75,000 00	Equipment grant for the Medical Simulation Unit	See note 1			$75,000	9 1.2013
American Friends of the Alliance	06/01/2012	$100,000.00	Funding the "Cracking the Glass Ceiling"	See note 1.	$61,208	1 15 2013	$38,792	1 2014
Amutat El Sabar	08/02/2012	$30,400 00	Supporting art classes for children & youth at risk	See note 1	$9,837	2 6 2013	$20,563	22.12 2013
Amutat Tsimaon LTD	06/01/2012	$48,000.00	Spaces for delvelopment	See note 1.	$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	See note 1				

STATEMENT D

EXPENDITURE RESPONSIBILITY STATEMENT
2012 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Notes	Amount Expended 2012	Report Date Received	Amount Expended 2013	Report Date Received
Association for Change in Education	12/19/2012	$121,099 00	3rd payment out of a 3 year pledge (Katzir Foundation)	See note 1				
Athena Fund	05/16/2012	$100,000.00	2 of 3 pledge (Laptops for teachers program)	See note 1	$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.	See note 1.	$29,657	7 11 2013	$20,343	2.24 2013
Be - Atzmi	52$ 08/12- 118,391$ 1	$563,526 00	Supporting "Empowerment for Employment" Program - A joint program with the Ministry of Social Af	See note 1	$563,526	5 2013		
Beit berl Academic College	12/31/2012	$30,000.00	Supporting Prof. Gidron's book "Social Business in Israel"	See note 1.				
Bet-Eyal	12/31/2012	$13,348 00	Supporting the "Construction a Life for People with Disabilities" project	See note 1				
Bishvil Hahaim	09/01/2012	$25,000 00	2nd of 3 payments to support organizations support groups for families	See note 1.				
Council on Foundations	12/31/2012	$40,000 00	Membership Dues 11/2012-12/2013	See note 1	501(c)(3) charities			
Essence of Life	1/2012 2/2012 8/2012 11/2011	$2,206,737.00	Payments based on budget	See note 1	$2,206,737			
Friends of Assaf Harofeh Medical Center	08/01/2012	$118,000 00	Supporting the 4th year of 2 Orthopedic interns	See note 1	$118,000	1 28 2013		

EXPENDITURE RESPONSIBILITY STATEMENT
2012 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Notes	Amount Expended 2012	Report Date Received	Amount Expended 2013	Report Date Received
Friends of Ethiopian Jews	12/01/2012	$30,000 00	Supporting the organizations activity	See note 1			$30,000	1.6.2014
Friends of Schneider	01/31/2012	$40,000 00	Support of children with cancer	See note 1	$20,224	6 24.2013		
Friends of Tel Aviv University	12/31/2012	$89,707.00	Supporting the Mentoring Girls for Girls Program	See note 1.				
Friends of Tzad Kadima	12/01/2012	$40,000.00	Alternative communication for children	See note 1			$40,000	1.7.2013
Friends of Unistream	12/01/2012	$65,316.00	Supoprting the activities of the Netivot Center	See note 1.			$65,316	7 11 2013
Glaop - Gesher Le'aava and Ptihot	06/01/2012	$112,770 00	Supporting the "Training for Life Project"	See note 1.			$112,770	1 13 2013
Greater Miami Jewish Federation	11/01/2012	$1,000,000 00	2nd of 5 payments	See note 1	501(c)(3) charities			
Gvanim Association	11/26/2012	$68,950 00	Emergency Aid	See note 1	$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	See note 1				
Hapoel Osishkin	02/28/2012	$12,373 00	Supporting the "Red Basketball Project" in 2012-2013	See note 1	$12,373	8 7 2013		
Hapoel Tel Aviv-Ussishkin Basketball Club	12/31/2012	$20,000 00	Supporting "Red Basketball" project	See note 1				

STATEMENT D

EXPENDITURE RESPONSIBILITY STATEMENT
2012 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Notes	Amount Expended 2012	Report Date Received	Amount Expended 2013	Report Date Received
Hut Hameshulash	06/01/2012	$28,239 00	Supporting the organization's activity	See note 1.	$28,239	5 26 2013		
Jewish Funders Network	02/28/2012	$152,666.00	See attached	See note 1	501(c)(3) charities			
Knafayim Shel Krembo	12/01/2012	$101,340 00	Supporting the activities of the Northern branches	See note 1.			$101,340	11.13.2013
Leo Baeck Education Center LTD	06/01/2012	$50,568 00	Supporting "It's All Abount You" Project	See note 1	$33,293	1.27.2013	$17,275	12 30 2013
Lotan's Way	06/01/2012	$80,000 00	Funding the "Desert Wildness Therapy for Youth at Risk" Project	See note 1	$53,739	1 9.2013	$26,261	12 12.2013
Matan Your Way To Give	12/04/2012	$5,000 00	2012 membership fee	See note 1	$5,000	2013		
Matan Your Way To Give	12/04/2012	$150,000 00	special grant	See note 1				
Milbat A Non-Profit Organization	11/26/2012	$22,065 00	sponsoring 54 mobile toilet kits for disabled& elerly people	See note 1	$22,065	6 18.2013		
Milbat A Non-Profit Organization	11/26/2012	$70,000.00	Migbala lelo Hagbala Project	See note 1	$70,000	8.1.2013		
Namag Association of AMD	12/31/2012	$32,300.00	Supporting the "Information Campaign to Professionals & Elderly Population" project	See note 1				
PEF, Israel Endowment Funds	10/01/2012	$1,250,491 00	See attached	See note 1	501(c)(3) charities			

STATEMENT D

EXPENDITURE RESPONSIBILITY STATEMENT
2012 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Notes	Amount Expended 2012	Report Date Received	Amount Expended 2013	Report Date Received
Ruach Tova	31/01/2012 -788,123$ 31/01/2012- 1,382.000$ 4/03/2012- 534,820$ 24/05/2012- 635,500$ 05/08/2012	$3,636,922.00	Payments based on budget	See note 1	$3,636,922			
Sesame Workshop	04/19/2012	$100,000 00	Supporting the development of educational content for children (5th & last payment)	See note 1.	501(c)(3) charities			
Shahaf Foundation	10/01/2012	$50,000 00	2nd payment of 3 year pledge to support Shahaf communities	See note 1	$50,000	8.4 2013		
Shanti House	12/31/2012	$50,000.00	General Support	See note 1	$50,000	8 4.2013		
Sheatufim	11/26/2012	$100,000 00	2nd payment to support National Civic Forum	See note 1			$100,000	11.28 2013
Grants to Invdividuals	01/12 - $600,000 02/2012 - $60,000 12/12 - $57,000	$717,000 00	See atatched	See note 1	$717,000			
GoodNet	See Back-up Tab	$427,903 00	Payments based on budget	See note 1	$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	See note 1	$30,000	2012	$30,000	10 23.2013
The American Jewish Joint Distribution..	06/18/2012	$50,000.00	1st of 2 year pledge to support the "Friending" model	See note 1.	$25,000	8.4.2013	$25,000	2013
The Center for Young Art Public	01/12 - 600,000$ 08/12 -300,000$ 12/12 - 106,741$	$1,006,741 00	Payments based on budget	See note 1.	$1,006,741			
The Hebrew Unversity of Jerusalem	12/31/2012	$5,000 00	Supporting the International conference of "Cross Border Giving"	See note 1				

STATEMENT D

EXPENDITURE RESPONSIBILITY STATEMENT
2012 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Notes	Amount Expended 2012	Report Date Received	Amount Expended 2013	Report Date Received
The Interdisciplinary Ctr Herzelia	12/26/2012	$750,000.00	5rd payment for the GMBA program Awareness Concept	See note 1	$750,000	8 2012		
The Interdisciplinary Ctr Herzelia	11/26/2012	$250,000 00	1nd payment for the research and promotion of the Communication	See note 1.	$250,000	8.2012		
The Tel Aviv Education & Cultural Co.	12/31/2012	$72,500 00	Supporting the "Padagogic Training project"	See note 1.				
The Tel Aviv Foundation	09/27/2012	$350,000 00	Last payment for the Conservatory Building	See note 1	$350,000	12 12		
Tikva Umarpe Org.	12/01/2012	$37,973 00	Supporting the "Big Brother Project"	See note 1				
University of Miami	10/17/2012	$100,000 00	Payment	See note 1	501(c)(3) charities			
Women's Courtyard	12/31/2012	$27,000 00	Supporting "open space"	See note 1				
Yad Vashem	02/28/2012	$100,000.00	1st payment out of a 3 year pledge	See note 1.	$100,000	11 26.2012		

$15,569,705

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

STATEMENT D

EXPENDITURE RESPONSIBILITY STATEMENT
2011 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Notes	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received	Amount Expended 2013	Report Date Received
Ach Shav Zionut 2000 Association	07/01/2011	$44,000.00	Business entrepreneurship projects for youth at risk	See note 1	$44,000	01 01 2012				
Aleh Negev Foundation	12/31/2011	$50,916.00	A special program for hydrotheraphy	See note 1			$50,916	6 12 2012		
Alexander Muss Institute for Israel Edu.	10/01/2011	$100,000.00	Supporting the organizations educational program in 2012	See note 1	$100,000	02 05 2012				
All One A Public Benefit Company Ltd.	05/01/11 & 09/19/2011	$97,500.00	Operation Budget	See note 1	$97,500	2011				
America Israel Cultural Foundation	03/31/2011	$500,000.00	Supporting activities 2011-2012 (2nd installment of 5)	See note 1	$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	See note 1	$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	See note 1	$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	See note 1	$100,000			02 08 2012		
American Friends of Hospice of the Upper	12/31/2011	$60,000.00	HUG Care program	See note 1	501c3					
American Friends of Ilan	10/01/2011	$12,500.00	Supporting the "Itegration of disabled children community" 5 of 5 payments (Last)	See note 1			$12,500	08 4 2013		
American Friends of Sheba Medical Center	07/01/2011	$40,008.00	Renovation and designing of the Hemophilia Clinic	See note 1	$40,008	2011				
American Friends of the Hebrew University	07/01/2011	$50,000.00	Empowerment, Support & Mentoring Project for students with learning disabilities	See note 1	$12,610	07 05 2012	$37,390	1 1 2013		

STATEMENT E

EXPENDITURE RESPONSIBILITY STATEMENT
2011 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Notes	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received	Amount Expended 2013	Report Date Received
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	See note 1	$1,074,000	2011				
Amichai .	12/31/2011	$43,426.00	Daily sport activity and nutrition education for children with development disabilities	See note 1			$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	See note 1	$72,483	2011				
Association for Change in Education	10/01/2011	$121,099.00	1st Payment of 6 for 90 scholarships	See note 1			$121,099	6 24 2013		
Association for Change in Education	10/01/2011	$50,000.00	1st of payment out of 3 year pledge (Shachaf Communities)	See note 1			$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	See note 1			$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"	See note 1	$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)	See note 1			$25,000	8 16 2012		
Council on Foundations	11/01/2011	$40,000.00	11/2011-12/2012 Membership Dues	See note 1	501c3					
Dimona Community Center LTD	07/01/2011	$27,104.00	Equipment for youth center	See note 1	$11,963	02 02 2012	$15,141	1 10 2013		
Essence of Life	2011	$1,840,000.00	Operational Budget 2011	See note 1	$1,840,000	2011				
Feuerstein Institute	10/01/2011	$45,000.00	Supporting the Ethiopian program in 2012	See note 1			projct delaied to 2013		$38,000	5 30 2013

STATEMENT E

EXPENDITURE RESPONSIBILITY STATEMENT
2011 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Notes	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received	Amount Expended 2013	Report Date Received
Friends of Akim USA	12/31/2011	$48,178 00	Cognitive accessibility of museums and nature sites for disabled persons	See note 1	501c3					
Friends of Assaf Harofeh Medical Center	06/27/2011	$157,505.00	3rd payment The Arison Scholarships for Excellence in Orthopedics	See note 1	$157,505	04 10 2011				
Friends of Eliya U.S. Inc	12/31/2011	$50,000.00	Salaries for Physical Therapists	See note 1	501c3					
Friends of Israel Sci-Tech Schools Inc	07/01/2011	$30,000.00	Ecological Educational Community Project	See note 1	$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	See note 1			$101,256	12 24 2012		
Friends of the Arava Institute	07/01/2011	$45,000.00	Equipment for Environmental Leadership Development Program	See note 1	$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	See note 1			$83,265	12 3 2012		
Grabski Rehabilitation Center	12/31/2011	$49,700.00	Merkaz Shikum Grabsky	See note 1			$49,700	6 16 2013		
Greater Miami Jewish Federation	11/30/2011	$1,000,000.00	1st payment of 5	See note 1	501c3					
Institute Advancement of Education Jaffa	07/01/2011	$50,000.00	"Neve Ofer" - A foster home for children at risk	See note 1	$50,000	02 16 2012				
Israel Technion Society	10/01/2011	$6,000 00	Engineers without borders	See note 1			$6,000	2012		
Jewish Funders Network	01/18/2011 & 06/01/2011	$25,000 00	American founders forum of special needs for hiring professionals & Membership Fee 2011	See note 1	501c3					
Ken Lazaken	12/31/2011	$35,000.00	Hot line for the elderly in Russian	See note 1			$35,000	1 30 2013		

STATEMENT E

EXPENDITURE RESPONSIBILITY STATEMENT
2011 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Notes	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received	Amount Expended 2013	Report Date Received
Kolben Dance Band	07/01/2011	$33,131.00	Production costs & Salaries	See note 1	$6,010	02 07 2012	$27,121	7 22 2012		
Lead-Israel Youth Leadership Development	07/01/2011	$50,000.00	Educational staff salaries	See note 1	$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$)	See note 1			$155,000	2012		
Milbat A Non-Profit Organization	09/01/2011	$70,000.00	Payment	See note 1	$23,333	06 06 2012	$46,667	08 01 2013		
Nitzan	12/31/2011	$53,354.00	Equipment for Nitzan Onim Rehabilitation Center	See note 1			$42,947	2.13 2013	$10,407	25 3 2014
One in Nine	12/31/2011	$51,363.00	By Your Side - Support project for women with Breast Cancer	See note 1					$51,363	13 8 2013
PEF, Israel Endowment Funds	07/03/1905	$1,095,150.00	See Back up	See note 1	501c3					
Prisoner Rehabilitation Authority	10/01/2011	$100,000.00	1st payment of 4 (Olot Al Hagal Project)	See note 1			$41,921	4 8 2013	$58,079	1 1 2014
Ruach Tova	07/03/1905	$2,270,766 00	6 budget payments	See note 1	$2,270,766	2011				
Sesame Workshop	04/06/2011	$100,000.00	4th payment for supporting the Development Innovative & Engaging Educational Content for children	See note 1	501c3					
Grants to Invdividuals	07/03/1905	$930,000.00	Operation payment 2011	See note 1	$930,000	2011				
Telhai Institute of Art	07/01/2011	$32,776.00	Art enrichment projects for students & residents of the upper Galilee area	See note 1	$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	See note 1	501c3					

STATEMENT E

EXPENDITURE RESPONSIBILITY STATEMENT
2011 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Notes	Amount Expended 2011	Report Date Received	Amount Expended 2012	Report Date Received	Amount Expended 2013	Report Date Received
The Association for the Welfare of Aged	12/31/2011	$58,852.00	Equipment for an elderly home in Be'er Sheva	See note 1			$15,033	8 9 2012	$43,819	6 11 2014
The Center for Young Art Public	11/10/2011	$153,000 00	1st payment based on budget	See note 1	$153,000					
The Interdisciplinary Ctr Herzelia	12/31/2011	$750,000 00	4th payment for the GMBA program Awareness Concept	See note 1	$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 Arison Awareness	See note 1	$250,000	2011				
The Israeli Association of the Blind	07/01/2011	$26,691.00	Financing the educational staff salaries & producing an educational film	See note 1	$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	See note 1			$48,000	1 10 2013		
The Tel Aviv Foundation	07/03/1905	$2,000,000.00	5th & 6th payment	See note 1	$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	See note 1	$46,000	02 02 2012				
Tomchey Yosseftal Hospital, Eilat Found.	02/07/2011	$53,175.00	Supporting the Isramán 2011 Events by helping Yosseftal Hospital purchase medical equipment	See note 1	$53,175	1.26 2012				
University of Miami	10/01/2011	$100,000.00	Payment	See note 1	501c3					
Youth Renewal Fund	07/01/2011	$99,921.00	After school educational program	See note 1	$77,189	1 26 2012	$22,732	9 2 2012		
		14,901,119								

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

STATEMENT E