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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014






Name of foundation Micky and Madeleine Anson Family Foundation C/O RICHARD KOHAN AFO LLC % RICHARD KOHAN AFO LLC		A Employer identification number 20-4822537	
Number and street (or P O box number if mail is not delivered to street address) Two Alhambra Plaza		B Telephone number (see instructions) (786) 270-3701	
City or town, state or province, country, and ZIP or foreign postal code Coral Gables, FL 33134		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 89,110,508		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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)	40,000,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	1,479,294	1,467,786		
	5a Gross rents				
	b Net rental income or (loss) _____ -569				
	6a Net gain or (loss) from sale of assets not on line 10	2,698,160			
	b Gross sales price for all assets on line 6a _____ 9,096,405				
	7 Capital gain net income (from Part IV, line 2) . . .		2,632,866		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	31,595	31,595		
	12 Total. Add lines 1 through 11	44,209,049	4,132,247		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	183,340	183,340		
	17 Interest	92,320	92,320		
	18 Taxes (attach schedule) (see instructions)	126,094	126,094		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	195,799	195,799		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	597,553	597,553		0
	25 Contributions, gifts, grants paid	1,247,000			1,247,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,844,553	597,553		1,247,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	42,364,496			
	b Net investment income (if negative, enter -0-)		3,534,694		
	c Adjusted net income (if negative, enter -0-)				

Part II


Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	409,305	9,217,437	9,216,477
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	19,704,196	 41,186,123	48,298,908
	c	Investments—corporate bonds (attach schedule).	9,795,648	 16,067,764	15,591,599
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	9,173,772	 14,171,385	16,003,524
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	39,082,921	80,642,709	89,110,508
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 80,583	 0	
	23	Total liabilities (add lines 17 through 22)	80,583	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	39,002,338	80,642,709	
	30	Total net assets or fund balances (see instructions)	39,002,338	80,642,709	
	31	Total liabilities and net assets/fund balances (see instructions)	39,082,921	80,642,709	

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	39,002,338
2	Enter amount from Part I, line 27a	2	42,364,496
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	81,366,834
5	Decreases not included in line 2 (itemize) ▶  _____	5	724,125
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	80,642,709

Part IV

Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,632,866
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2013	2,802,379	45,289,328	0 061877
2012	2,485,771	42,474,078	0 058524
2011	2,462,944	43,314,648	0 056862
2010	1,944,512	40,692,032	0 047786
2009	2,275,938	38,184,546	0 059604

2	Total of line 1, column (d).	2	0 284653
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 056931
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	72,460,986
5	Multiply line 4 by line 3.	5	4,125,276
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	35,347
7	Add lines 5 and 6.	7	4,160,623
8	Enter qualifying distributions from Part XII, line 4.	8	1,247,000

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 page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		170,694	
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.		370,694	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		570,694	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	72,306
b		Exempt foreign organizations—tax withheld at source		6b	
c		Tax paid with application for extension of time to file (Form 8868)		6c	50,000
d		Backup withholding erroneously withheld		6d	
7		Total credits and payments. Add lines 6a through 6d.		7122,306	
8		Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		1051,612	
11		Enter the amount of line 10 to be Credited to 2015 estimated tax 51,612 Refunded		11	

Part VII-A

Statements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	Yes	No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b		No
		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		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		No
		If "Yes," attach a detailed description of the activities.				
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		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year?		4b		
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		No
		If "Yes," attach the statement required by General Instruction T.				
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				
		• By language in the governing instrument, or				
		• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes	
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) FL				
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes	
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of RICHARD KOHAN AFO LLC Telephone no (786) 270-3710 Located at TWO ALHAMBRA PLAZA SUITE 1040 CORAL GABLES FL ZIP +4 33134			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. Yes No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. Yes No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES M DUBIN	TRUSTEE	0		
ONE MADISON PLACE HARRISON, NY 10528	5 0			
JOHN J O'NEIL	TRUSTEE	0		
1285 Avenue of the Americas New York, NY 10019	5 0			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000.				

Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	68,274,087
b	Average of monthly cash balances.	1b	5,290,366
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	73,564,453
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	73,564,453
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,103,467
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	72,460,986
6	Minimum investment return. Enter 5% of line 5.	6	3,623,049

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	3,623,049
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	70,694
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	70,694
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,552,355
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	3,552,355
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	3,552,355

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	1,247,000
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,247,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,247,000
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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				3,552,355
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			1,121,546	
b Total for prior years 2012 , 2011 , 2010				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 1,247,000				
a Applied to 2013, but not more than line 2a			1,121,546	
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 2014 distributable amount.				125,454
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:	0			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				3,426,901
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .	0			

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

NA

b

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

NA

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,247,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of				
(1) Cash.		1a(1)		No
(2) Other assets.		1a(2)		No
b Other transactions				
(1) Sales of assets to a noncharitable exempt organization.		1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)		No
(3) Rental of facilities, equipment, or other assets.		1b(3)		No
(4) Reimbursement arrangements.		1b(4)		No
(5) Loans or loan guarantees.		1b(5)		No
(6) Performance of services or membership or fundraising solicitations.		1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received				

[illegible]

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	2015-11-10 _____ Date	***** _____ Title

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

Paid Preparer Use Only	Print/Type preparer's name MARK T NASH	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00396721
	Firm's name <input type="checkbox"/> PricewaterhouseCoopers LLP			Firm's EIN <input type="checkbox"/>	
	Firm's address <input type="checkbox"/> 2001 Ross Avenue Suite 1800 Dallas, TX 752012997			Phone no (214) 999-1400	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
NT **-*4070	P		
NT **-*4070	P		
NT **-*9754	P		
NT **-*6127	P		
NT **-*6127	P		
NT **-*9119	P		
NT **-*9119	P		
NT **-*9090	P		
NT **-*4192	P		
NT **-*4192	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
536,701		538,153	-1,452
380,398		289,618	90,780
199,912		201,529	-1,617
782,032		795,314	-13,282
2,084,769		1,230,634	854,135
1,077,631		1,080,517	-2,886
1,648,625		1,598,829	49,796
124		0	124
389,905		390,264	-359
110,095		110,993	-898

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,452
			90,780
			-1,617
			-13,282
			854,135
			-2,886
			49,796
			124
			-359
			-898

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
NT **-*1720	P		
NT **-*1720	P		
JPM *****1-00-7	P		
COMPASS DIVERSIFIED HOLDINGS	P		
GUGGENHEIM PLUS II, LP	P		
GUGGENHEIM PLUS II, LP	P		
WILLIAMS PARTNERS LP	P		
BLACKSTONE PARTNERS OFFSHORE LTD	P		
BLUE MOUNTAIN LONG/SHORT CREDIT FUND	P		
JANA OFFSHORE PARTNERS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
185,454		173,223	12,231
693,136		481,997	211,139
479,245		400,000	79,245
188		0	188
12,819		0	12,819
142,273		0	142,273
1		0	1
197,911		0	197,911
8,134		0	8,134
218		0	218

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			12,231
			211,139
			79,245
			188
			12,819
			142,273
			1
			197,911
			8,134
			218

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
JPM WINTON MANAGED FUTURES	P		
MIURA GLOBAL PARTNERS II, LP	P		
WARBURG PINCUS ENERGY	P		
YORK CREDIT OPPORTUNITIES UNIT TRUST	P		
CAPITAL GAIN DIVIDENDS	P		


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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
100,246		0	100,246
6,226		0	6,226
2		0	2
60,360		0	60,360
			827,532

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			100,246
			6,226
			2
			60,360

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NATIONAL DISASTER SEARCH DOG FDN 501 EAST OJAI AVENUE OJAI,CA 93023	NONE	PC	GENERAL FUND	5,000
LAUREN'S KIDS 18851 NE 29TH AVE SUITE 2010 AVENTURA,FL 33180	NONE	PC	GENERAL FUND	5,000
THE BATTIER TAKE CHARGE FOUNDATION 2829 BIRD AVENUE SUITE 5 MIAMI,FL 33133	NONE	PC	GENERAL FUND	10,000
AMYOTROPHIC LATERAL SCLEROSIS ASSOCIATION 1275 K STREET NW SUITE 250 WASHINGTON,DC 20005	NONE	PC	GENERAL FUND	100,000
JAMES BEARD FOUNDATION 167 WEST 12TH STREET NEWYORK,NY 10011	NONE	PC	GENERAL FUND	5,000
JDRF INTERNATIONAL - 2014 MIAMI WALK FOR DIABETES 3411 NW 9TH AVE SUITE 701 FT LAUDERDALE,FL 33309	NONE	PC	GENERAL FUND	1,000
JOHN HOPKINS SIDNEY KIMMEL COMPREHENSIVE CANCER CE 401 NORTH BROADWAY SUITE 1100 BALTIMORE,MD 21287	NONE	PC	GENERAL FUND	1,000,000
LOS ANGELES CONSERVANCY - ALL ABOARD THE UNION 523 WEST SIXTH STREET SUITE 826 LOS ANGELES,CA 90014	NONE	PC	GENERAL FUND	5,000
LOTUS HOUSE - SUNDARI FOUNDATION INC 1514 NW 2ND AVE MIAMI,FL 33136	NONE	PC	GENRAL FUND	10,000
MAKE-A-WISH FOUNDATION 4742 NORTH 24TH STREET SUITE 400 PHOENIX,AZ 85016	NONE	PC	GENERAL FUND	1,000
NEW WORLD SYMPHONY - GALA 500 17TH STREET MIAMI BEACH,FL 33139	NONE	PC	GENERAL FUND	50,000
TEAM TOMORROW INC 6538 COLLINS AVENUE 47 MIAMI BEACH,FL 33141	NONE	PC	GENERAL FUND	5,000
MIAMI LIGHTHOUSE FOR THE BLIND 601 SOUTHWEST 8TH AVENUE MIAMI,FL 33130	NONE	PC	GENERAL FUND	50,000
Total  3a				1,247,000

**TY 2014 All Other Program
Related Investments Schedule**

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

Category	Amount
NONE	

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

TY 2014 Depreciation Schedule

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

**TY 2014 Investments Corporate
Bonds Schedule**

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

EIN: 20-4822537

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS (SEE STMT B)	5,126,406	4,995,343
GOV AGENCIES(SEE STMT B)	6,847,218	6,560,674
OTHER FIXED INC (SEE STMT B)	4,094,140	4,035,582

TY 2014 Investments Corporate Stock Schedule

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

EIN: 20-4822537

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SECURITIES (SEE STMT A)	41,186,123	48,298,908

TY 2014 Investments - Other Schedule**Name:** Micky and Madeleine Arison Family Foundation

C/O RICHARD KOHAN AFO LLC

EIN: 20-4822537

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
APAX EUROPE VII-B		1,114,991	1,723,033
REAL ESTATE		95	545
EUROSTOXX NOTE		0	0
GUGGENHEIM PLUS II		1,499,500	1,506,562
JPMORGAN CHINA PRIVATE INVEST		346,015	348,803
WARBURG PINCUS ENERGY PRIVATE		21,637	19,500
BLACKSTONE PARTNERS OFFSHORE		4,000,000	5,145,638
CF SILVER CREEK LOW VOL SRAT		939,147	950,937
CF JANA OFFSHORE PARTNERS LTD		500,000	500,000
MIURA GLOBAL		1,000,000	1,048,738
WINTON FUTURES OPPORTUNITIES		500,000	562,345
YORK EUROPEAN OPPORTUNITIES		1,000,000	965,623
BLUEMOUNTAIN LONG/SHORT CREDIT		750,000	719,152
DAVIDSON KEMPNER INTL		1,000,000	1,000,000
OCH-ZIFF OZOFII PRIVATE INV		1,000,000	1,017,798
SHANNON RIVER PARTNERS LTD		500,000	494,850

TY 2014 Other Decreases Schedule

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

Description	Amount
BOOK/TAX DIFFERENCE	724,125

TY 2014 Other Expenses Schedule

Name: Micky and Madeleine Arison Family Foundation

C/O RICHARD KOHAN AFO LLC

EIN: 20-4822537

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BLUE MOUNTAIN LONG/SHORT CREDI	27,001	27,001		
DAVIDSON KEMPNER	17,111	17,111		
GUGGENHEIM PLUS II LP	8,633	8,633		
JANA OFFSHORE PARTNERS	7,774	7,774		
JPM WINTON MANAGED FUTURES	25,588	25,588		
MIURA GLOBAL PARTNERS II, LP	26,873	26,873		
SHANNON RIVER	19,012	19,012		
BLACKSTONE PARTNERS OFFSHORE	2,533	2,533		
SILVER CREEK LOW VOL STRATEGY	14,792	14,792		
WARBURG PINCUS ENERGY	5,878	5,878		
COMPASS DIVERSIFIED HOLDINGS	656	656		
JPM CHINA PRIVATE INVESTORS	14,833	14,833		
MEMORIAL PRODUCTION PARTNERS	4,059	4,059		
AP EUROPE VII PRIVATE INVEST	264	264		
BREITBURN ENERGY	510	510		
OZOFII PRIVATE INVESTORS, LLC	140	140		
YORK CREDIT OPPORTUNITIES UNIT	17,339	17,339		
COST DEPLETION	2,803	2,803		

TY 2014 Other Income Schedule

Name: Micky and Madeleine Arison Family Foundation

C/O RICHARD KOHAN AFO LLC

EIN: 20-4822537

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NORTHERN TRUST ***-*1130	15	15	
NORTHERN TRUST ***-*6318	148	148	
NORTHERN TRUST ***-*6807	1,559	1,559	
NORTHERN TRUST ***-*9900	56	56	
NORTHERN TRUST ***-*9119	52	52	
NORTHERN TRUST ***-*7948	3,636	3,636	
NORTHERN TRUST ***-*2236	33	33	
NORTHERN TRUST ***-*2237	18	18	
AMERIGAS PARTNERS LP	-3,603	-3,603	
Blue Mountain Long/Short Credit Fund	125	125	
Davidson Kempner	1,021	1,021	
Memorial Production Partners, LP	2,329	2,329	
BREITBURN ENERGY	355	355	
Miura Global Partners II, LP	1,799	1,799	
Shannon River	-338	-338	
TRANSMONTAINGE PARTNERS	-2,546	-2,546	
WILLIAMS PARTNERS	-12,901	-12,901	
BLACKSTONE PARTNERS OFFSHORE	44	44	
OZOF II Private Investors, LLC	39,793	39,793	

TY 2014 Other Liabilities Schedule

Name: Micky and Madeleine Arison Family Foundation

C/O RICHARD KOHAN AFO LLC

EIN: 20-4822537

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

TY 2014 Other Professional Fees Schedule

Name: Micky and Madeleine Arison Family Foundation

C/O RICHARD KOHAN AFO LLC

EIN: 20-4822537

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	117,465	117,465		
CUSTODY FEES	65,875	65,875		

TY 2014 Taxes Schedule**Name:** Micky and Madeleine Arison Family Foundation

C/O RICHARD KOHAN AFO LLC

EIN: 20-4822537

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	36,094	36,094		
EXCISE TAXES PAID	90,000	90,000		

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.</div>	<div>OMB No 1545-0047</div> <div>2014</div>
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<div>Name of the organization</div> <div>Micky and Madeleine Arison Family Foundation C/O RICHARD KOHAN AFO LLC</div>	<div>Employer identification number</div> <div>20-4822537</div>
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Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)() (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>
--	---

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, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Employer identification number
20-4822537

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	NICKEL 94 B TRUST 1201 N MARKET ST PO BOX 1347 WILMINGTON, DE 19899	\$ 40,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization Micky and Madeleine Arison Family Foundation C/O RICHARD KOHAN AFO LLC	Employer identification number 20-4822537
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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 Micky and Madeleine Arison Family Foundation C/O RICHARD KOHAN AFO LLC	Employer identification number 20-4822537
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Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div> <div>Transferee's name, address, and ZIP 4<div></div></div> <div>Relationship of transferor to transferee<div></div></div>		
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div> <div>Transferee's name, address, and ZIP 4<div></div></div> <div>Relationship of transferor to transferee<div></div></div>		
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div> <div>Transferee's name, address, and ZIP 4<div></div></div> <div>Relationship of transferor to transferee<div></div></div>		
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div> <div>Transferee's name, address, and ZIP 4<div></div></div> <div>Relationship of transferor to transferee<div></div></div>		
	<div></div>	<div></div>	



Northern Trust

Portfolio Value

As of 31 DEC 14

STATEMENT A

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

Page 1 of 17

Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Equities								
Common Stock								
#REORG/CATAMAR AN CASH MERGER 07/24/15	51 750							
CUSIP 148887102	1,818 000 Canada	0 00	94,081 50	84,475 39	9,606 11	0 00	9,606 11	
#REORG/ENERGIZE R NAME CHANGE EDGEWELL 251HAV1	128 560							
CUSIP 29266R108	398 000 United States	0 00	51,166 88	38,897 71	12,269 17	0 00	12,269 17	
#REORG/GANNETT NAME CHANGE TEGNA INC 281ZA61	31 930							
CUSIP 364730101	1,855 000 United States	371 00	59,230 15	50,894 38	8,335 77	0 00	8,335 77	
#REORG/GOOGLE NAME CHANGE ALPHABET 261LAC1	526 400							
CUSIP 38259P706	324 000 United States	0 00	170,553 60	110,137 98	60,415 62	0 00	60,415 62	
#REORG/GOOGLE NAME CHANGE ALPHABET 261NAD1	530 660							
CUSIP 38259P508	203 000 United States	0 00	107,723 98	42,614 62	65,109 36	0 00	65,109 36	
#REORG/IRON MTN STK MERGER IRON MTN INC NEW 2916AE1	38 660							
CUSIP 462846106	3,286 000 United States	0 00	127,036 76	104,177 61	22,859 15	0 00	22,859 15	
#REORG/MEDTRON IC MANDATORY EXCH MEDTRONIC HLDG LTD	72 200							
CUSIP 585055106	2,025 000 United States	617 62	146,205 00	80,352 00	65,853 00	0 00	65,853 00	

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Northern Trust

Portfolio Value

As of 31 DEC 14

STATEMENT A

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

Page 2 of 17

Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Equities								
Common Stock								
#REORG/WILLIAMS PARTNERS STOCK MERGER LP ACCESS	44 750							
CUSIP 96950F104	1,440 000 United States	0 00	64,440 00	72,736 32	-8,296 32	0 00	-8,296 32	
3M CO COM	164 320							
CUSIP 88579Y101	190 000 United States	0 00	31,220 80	14,779 83	16,440 97	0 00	16,440 97	
ABBOTT LABORATORIES, COMMON STOCK, NO PAR	45 020							
CUSIP 002824100	3,105 000 United States	0 00	139,787 10	93,306 36	46,480 74	0 00	46,480 74	
ABM INDS INC COM	28 650							
CUSIP 000957100	597 000 United States	95 52	17,104 05	15,716 59	1,387 46	0 00	1,387 46	
ADR ARM HLDS PLC SPONSORED ISIN US0420681068	46 300							
CUSIP 042068106	2,189 000 United Kingdom	0 00	101,350 70	92,550 11	8,800 59	0 00	8,800 59	
ADR UNILEVER PLC SPONSORED ADR NEW	40 480							
CUSIP 904767704	1,330 000 United Kingdom	0 00	53,838 40	55,491 66	-1,653 26	0 00	-1,653 26	
ADT CORP COM	36 230							
CUSIP 00101J106	2,815 000 United States	0 00	101,987 45	90,628 75	11,358 70	0 00	11,358 70	
AIRCASTLE LIMITED COM STK	21 370							
CUSIP G0129K104	2,454 000 United States	0 00	52,441 98	44,321 51	8,120 47	0 00	8,120 47	
ALEXION PHARMACEUTICAL S INC COM	185 030							
CUSIP 015351109	391 000 United States	0 00	72,346 73	10,016 36	62,330 37	0 00	62,330 37	
ALLIANCE DATA SYS CORP COM	286 050							
CUSIP 018581108	367 000 United States	0 00	104,980 35	92,010 97	12,969 38	0 00	12,969 38	
AMERICAN INTERNATIONAL GROUP INC COM	56 010							
CUSIP 026874784	2,455 000 United States	0 00	137,504 55	85,394 56	52,109 99	0 00	52,109 99	

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Northern Trust

Portfolio Value

As of 31 DEC 14

STATEMENT A

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

Page 3 of 17

Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Equities								
Common Stock								
AMERICAN TOWER CORP	98 850							
CUSIP 03027X100	1,005 000 United States	381 90	99,344 25	59,017 06	40,327 19	0 00	40,327 19	
AMERIPRISE FINL INC COM	132 250							
CUSIP 03076C106	811 000 United States	0 00	107,254 75	89,229 30	18,025 45	0 00	18,025 45	
APPLE INC COM STK	110 380							
CUSIP 037833100	3,535 000 United States	0 00	390,193 30	100,816 88	289,376 42	0 00	289,376 42	
APPLE INC COM STK	110 380							
CUSIP 037833100	770 000 United States	0 00	84,992 60	44,601 36	40,391 24	0 00	40,391 24	
ATLANTIC TELE-NETWORK INC COM NEW	67 590							
CUSIP 049079205	382 000 United States	110 78	25,819 38	19,746 48	6,072 90	0 00	6,072 90	
BAXTER INTL INC COMMON STOCK	73 290							
CUSIP 071813109	800 000 United States	416 00	58,632 00	33,084 16	25,547 84	0 00	25,547 84	
BECTON, DICKINSON AND CO , COMMON STOCK,\$1 PAR	139 160							
CUSIP 075887109	429 000 United States	0 00	59,699 64	42,421 91	17,277 73	0 00	17,277 73	
BEMIS CO , INC , COMMON STOCK, \$10 PAR	45 210							
CUSIP 081437105	775 000 United States	0 00	35,037 75	27,131 23	7,906 52	0 00	7,906 52	
BIOGEN INC COMMON STOCK	339 450							
CUSIP 09062X103	347 000 United States	0 00	117,789 15	33,146 09	84,643 06	0 00	84,643 06	
BLACKROCK INC COM STK	357 560							
CUSIP 09247X101	55 000 United States	0 00	19,665 80	9,668 84	9,996 96	0 00	9,996 96	
BOB EVANS FARMS INC COM	51 180							
CUSIP 096761101	1,447 000 United States	0 00	74,057 46	67,100 05	6,957 41	0 00	6,957 41	

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Northern Trust

Portfolio Value

As of 31 DEC 14

STATEMENT A

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

Page 4 of 17

Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Equities								
Common Stock								
BORG WARNER INC COM	54 950							
CUSIP 099724106	1,988 000 United States	0 00	109,240 60	117,615 57	-8,374 97	0 00	-8,374 97	
BOSTON SCIENTIFIC CORP COM	13 250							
CUSIP 101137107	6,865 000 United States	0 00	90,961 25	40,370 94	50,590 31	0 00	50,590 31	
CAPITAL ONE FINANCIAL COMMON STOCK	82 550							
CUSIP 14040H105	1,115 000 United States	0 00	92,043 25	89,995 53	2,047 72	0 00	2,047 72	
CELGENE CORP COM	111 860							
CUSIP 151020104	1,192 000 United States	0 00	133,337 12	24,378 32	108,958 80	0 00	108,958 80	
CHEVRON CORP COM	112 180							
CUSIP 166764100	647 000 United States	0 00	72,580 46	75,198 74	-2,618 28	0 00	-2,618 28	
CHURCH & DWIGHT INC COM	78 810							
CUSIP 171340102	848 000 United States	0 00	66,830 88	52,007 19	14,823 69	0 00	14,823 69	
CIMAREX ENERGY CO COM	106 000							
CUSIP 171798101	715 000 United States	0 00	75,790 00	58,024 52	17,765 48	0 00	17,765 48	
CINEMARK HLDGS INC COM	35 580							
CUSIP 17243V102	1,582 000 United States	0 00	56,287 56	45,191 46	11,096 10	0 00	11,096 10	
CISCO SYSTEMS INC COMMON STOCK	27 815							
CUSIP 17275R102	3,382 000 United States	0 00	94,070 33	66,344 93	27,725 40	0 00	27,725 40	
CITIGROUP INC COM NEW COM NEW	54 110							
CUSIP 172967424	2,122 000 United States	0 00	114,821 42	107,239 36	7,582 06	0 00	7,582 06	
CITIGROUP INC COM NEW COM NEW	54 110							
CUSIP 172967424	2,755 000 United States	0 00	149,073 05	91,944 34	57,128 71	0 00	57,128 71	

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Northern Trust

Portfolio Value

As of 31 DEC 14

STATEMENT A

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

Page 5 of 17

Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Equities								
Common Stock								
CME GROUP INC COM STK CUSIP 12572Q105	88 650 710 000 United States	1,420 00	62,941 50	46,621 42	16,320 08	0 00	16,320 08	
COMCAST CORP NEW-CL A CUSIP 20030N101	58 010 1,645 000 United States	0 00	95,426 45	42,007 35	53,419 10	0 00	53,419 10	
COMPASS MINERALS INTL INC COM CUSIP 20451N101	86 830 432 000 United States	0 00	37,510 56	34,937 72	2,572 84	0 00	2,572 84	
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105	141 750 505 000 United States	0 00	71,583 75	21,461 49	50,122 26	0 00	50,122 26	
CSG SYS INTL INC COMMON STOCK CUSIP 126349109	25 070 725 000 United States	0 00	18,175 75	19,362 72	-1,186 97	0 00	-1,186 97	
CUMMINS INC CUSIP 231021106	144 170 514 000 United States	0 00	74,103 38	41,115 78	32,987 60	0 00	32,987 60	
CYRUSONE INC COM CUSIP 23283R100	27 550 1,835 000 United States	385 35	50,554 25	47,074 58	3,479 67	0 00	3,479 67	
DEVON ENERGY CORP NEW COM CUSIP 25179M103	61 210 1,820 000 United States	0 00	111,402 20	115,974 74	-4,572 54	0 00	-4,572 54	
DOVER CORP COMMON STOCK \$1 PAR CUSIP 260003108	71 720 1,035 000 United States	0 00	74,230 20	43,755 52	30,474 68	0 00	30,474 68	
EASTMAN CHEMICAL CO COMMON STOCK CUSIP 277432100	75 860 540 000 United States	216 00	40,964 40	41,130 38	-165 98	0 00	-165 98	
EDWARDS LIFESCIENCES CORP COM CUSIP 28176E108	127 380 359 000 United States	0 00	45,729 42	25,147 92	20,581 50	0 00	20,581 50	

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Northern Trust

Portfolio Value

As of 31 DEC 14

STATEMENT A

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

Page 6 of 17

Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Equities								
Common Stock								
EMERSON ELECTRIC CO COM CUSIP 291011104	61 730 849 000 United States	0 00	52,408 77	51,309 46	1,099 31	0 00	1,099 31	
EOG RESOURCES INC COM CUSIP 26875P101	92 070 1,024 000 United States	0 00	94,279 68	98,714 14	-4,434 46	0 00	-4,434 46	
EOG RESOURCES INC COM CUSIP 26875P101	92 070 1,285 000 United States	0 00	118,309 95	71,574 33	46,735 62	0 00	46,735 62	
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108	84 670 950 000 United States	0 00	80,436 50	55,723 03	24,713 47	0 00	24,713 47	
FACEBOOK INC CL A CL A CUSIP 30303M102	78 020 1,683 000 United States	0 00	131,307 66	55,790 43	75,517 23	0 00	75,517 23	
FRANKLIN RES INC COMMON STOCK, CUSIP 354613101	55 370 1,090 000 United States	708 50	60,353 30	60,918 71	-565 41	0 00	-565 41	
GEO GROUP INC(THE) COM USD0 01 NEW CUSIP 36162J106	40 360 1,501 000 United States	0 00	60,580 36	49,823 44	10,756 92	0 00	10,756 92	
GILEAD SCIENCES INC CUSIP 375558103	94 260 1,631 000 United States	0 00	153,738 06	76,689 61	77,048 45	0 00	77,048 45	
GOODYEAR TIRE & RUBBER CO , COMMON STOCK, NO PAR CUSIP 382550101	28 570 2,265 000 United States	0 00	64,711 05	49,408 51	15,302 54	0 00	15,302 54	
GOODYEAR TIRE & RUBBER CO , COMMON STOCK, NO PAR CUSIP 382550101	28 570 3,381 000 United States	0 00	96,595 17	87,395 19	9,199 98	0 00	9,199 98	
HASBRO INC COM CUSIP 418056107	54 990 1,373 000 United States	0 00	75,501 27	65,304 33	10,196 94	0 00	10,196 94	

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Northern Trust

Portfolio Value

As of 31 DEC 14

STATEMENT A

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

Page 7 of 17

Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Equities								
Common Stock								
HCA HLDGS INC COM	73 390							
CUSIP 40412C101	847 000 United States	0 00	62,161 33	41,373 73	20,787 60	0 00	20,787 60	
ILLINOIS TOOL WKS INC COM	94 700							
CUSIP 452308109	855 000 United States	414 67	80,968 50	37,866 07	43,102 43	0 00	43,102 43	
INNOPHOS HLDGS INC COM STK	58 450							
CUSIP 45774N108	476 000 United States	0 00	27,822 20	25,345 17	2,477 03	0 00	2,477 03	
INTEL CORP COM	36 290							
CUSIP 458140100	3,273 000 United States	0 00	118,777 17	82,533 12	36,244 05	0 00	36,244 05	
INTERNATIONAL BUSINESS MACHS CORP COM	160 440							
CUSIP 459200101	455 000 United States	0 00	73,000 20	74,628 53	-1,628 33	0 00	-1,628 33	
INTUITIVE SURGICAL INC	528 940							
COM NEW STK								
CUSIP 46120E602	196 000 United States	0 00	103,672 24	68,267 87	35,404 37	0 00	35,404 37	
J2 GLOBAL INC COM	62 000							
CUSIP 48123V102	1,002 000 United States	0 00	62,124 00	41,345 09	20,778 91	0 00	20,778 91	
JPMORGAN CHASE & CO COM	62 580							
CUSIP 46625H100	2,156 000 United States	0 00	134,922 48	79,047 69	55,874 79	0 00	55,874 79	
JUNIPER NETWORKS INC	22 320							
COM								
CUSIP 48203R104	2,340 000 United States	0 00	52,228 80	44,410 01	7,818 79	0 00	7,818 79	
KANSAS CITY SOUTHN	122 030							
CUSIP 485170302	415 000 United States	116 20	50,642 45	14,390 99	36,251 46	0 00	36,251 46	
KIMBERLY-CLARK CORP COMMON STOCK \$5 PAR	115 540							
CUSIP 494368103	845 000 United States	709 80	97,631 30	48,993 13	48,638 17	0 00	48,638 17	

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Northern Trust

Portfolio Value

As of 31 DEC 14

STATEMENT A

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

Page 8 of 17

Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Equities								
Common Stock								
KIMBERLY-CLARK CORP COMMON STOCK \$5 PAR CUSIP 494368103	115 540 623 000 United States	523 32	71,981 42	55,961 71	16,019 71	0 00	16,019 71	
KINDER MORGAN INC DEL COM CUSIP 49456B101	42 310 2,513 000 United States	0 00	106,325 03	101,353 46	4,971 57	0 00	4,971 57	
KOHL'S CORP COMMON STOCK CUSIP 500255104	61 040 1,303 000 United States	0 00	79,535 12	69,345 36	10,189 76	0 00	10,189 76	
LINEAR TECH CORP DEL CUSIP 535678106	45 600 945 000 United States	0 00	43,092 00	28,868 87	14,223 13	0 00	14,223 13	
MARSH & MCLENNAN CO'S INC, COMMON STOCK, \$1 PAR CUSIP 571748102	57 240 1,690 000 United States	0 00	96,735 60	75,218 39	21,517 21	0 00	21,517 21	
MASTERCARD INC CL A CUSIP 57636Q104	86 160 1,429 000 United States	0 00	123,122 64	48,625 42	74,497 22	0 00	74,497 22	
MC DONALD'S CORP COMMON STOCK, NO PAR CUSIP 580135101	93 700 405 000 United States	0 00	37,948 50	26,952 75	10,995 75	0 00	10,995 75	
METLIFE INC COM STK USD 01 CUSIP 59156R108	54 090 1,035 000 United States	0 00	55,983 15	52,804 85	3,178 30	0 00	3,178 30	
MICROSOFT CORP COM CUSIP 594918104	46 450 2,758 000 United States	0 00	128,109 10	106,426 89	21,682 21	0 00	21,682 21	
MICROSOFT CORP COM CUSIP 594918104	46 450 2,655 000 United States	0 00	123,324 75	68,260 05	55,064 70	0 00	55,064 70	

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Northern Trust

Portfolio Value

As of 31 DEC 14

STATEMENT A

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

Page 9 of 17

Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Equities								
Common Stock								
MLP AMERIGAS PARTNERS L P UNIT LTD PARTNERSHIP INT CUSIP 030975106	47 920 1,014 000 United States	 0 00	 48,590 88	 42,939 92	 5,650 96	 0 00	 5,650 96	
MLP COMPASS DIVERSIFIED HLDGS FORMERLY COMP SH BEN INT CUSIP 20451Q104	16 250 1,167 000 United States	 0 00	 18,963 75	 19,931 44	 -967 69	 0 00	 -967 69	
MLP MEMORIAL PRODTN PARTNERS LP COM UNITREPSTG CUSIP 586048100	14 590 1,664 000 United States	 0 00	 24,277 76	 35,282 49	 -11,004 73	 0 00	 -11,004 73	
MLP TRANSMONTAIGNE PARTNERS L P COM UNITREPTG CUSIP 89376V100	31 510 650 000 United States	 0 00	 20,481 50	 26,332 90	 -5,851 40	 0 00	 -5,851 40	
MOHAWK INDS INC COMMON STOCK CUSIP 608190104	155 360 712 000 United States	 0 00	 110,616 32	 95,674 08	 14,942 24	 0 00	 14,942 24	
MOLSON COORS BREWING CO CL B CL B CUSIP 60871R209	74 520 979 000 United States	 0 00	 72,955 08	 52,976 60	 19,978 48	 0 00	 19,978 48	
MONSANTO CO NEW COM CUSIP 61166W101	119 470 415 000 United States	 0 00	 49,580 05	 29,167 53	 20,412 52	 0 00	 20,412 52	
MORGAN STANLEY COM STK USD 01 CUSIP 617446448	38 800 3,970 000 United States	 0 00	 154,036 00	 79,135 31	 74,900 69	 0 00	 74,900 69	
MOTOROLA SOLUTIONS INC CUSIP 620076307	67 080 1,160 000 United States	 302 60	 77,812 80	 74,132 98	 3,679 82	 0 00	 3,679 82	

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Northern Trust

Portfolio Value

As of 31 DEC 14

STATEMENT A

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

Page 10 of 17

Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Equities								
Common Stock								
MYERS INDS INC COM	17 600							
CUSIP 628464109	1,380 000 United States	179 40	24,288 00	28,355 23	-4,067 23	0 00	-4,067 23	
NATIONAL CINEMEDIA INC COM	14 370							
CUSIP 635309107	1,920 000 United States	0 00	27,590 40	27,725 85	-135 45	0 00	-135 45	
NATIONAL FUEL GAS CO , COMMON STOCK, \$10 PAR	69 530							
CUSIP 636180101	1,613 000 United States	621 00	112,151 89	106,819 56	5,332 33	0 00	5,332 33	
NATIONAL OILWELL VARCO COM STK	65 530							
CUSIP 637071101	1,005 000 United States	0 00	65,857 65	82,984 15	-17,126 50	0 00	-17,126 50	
NIKE INC CL B CL B	96 150							
CUSIP 654106103	664 000 United States	185 92	63,843 60	14,587 78	49,255 82	0 00	49,255 82	
NUCOR CORP COMMON STOCK, \$ 40 PAR	49 050							
CUSIP 670346105	728 000 United States	271 18	35,708 40	33,667 59	2,040 81	0 00	2,040 81	
NXP SEMICONDUCTORS N V COM STK	76 400							
CUSIP N6596X109	1,528 000 Netherlands	0 00	116,739 20	69,025 67	47,713 53	0 00	47,713 53	
OCCIDENTAL PETROLEUM CORP	80 610							
CUSIP 674599105	935 000 United States	673 20	75,370 35	69,293 56	6,076 79	0 00	6,076 79	
OCCIDENTAL PETROLEUM CORP	80 610							
CUSIP 674599105	1,215 000 United States	874 80	97,941 15	107,873 91	-9,932 76	0 00	-9,932 76	
OMNICOM GROUP INC , COMMON STOCK \$ 50 PAR	77 470							
CUSIP 681919106	1,005 000 United States	407 50	77,857 35	68,174 76	9,682 59	0 00	9,682 59	
OWENS & MINOR INC NEW COM	35 110							
CUSIP 690732102	1,464 000 United States	0 00	51,401 04	48,448 93	2,952 11	0 00	2,952 11	

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Northern Trust

Portfolio Value

As of 31 DEC 14

STATEMENT A

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

Page 11 of 17

Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Equities								
Common Stock								
PALO ALTO NETWORKS INC COM USD0 0001 CUSIP 697435105	122 570 484 000 United States	0 00	59,323 88	33,995 90	25,327 98	0 00	25,327 98	
PARKER-HANNIFIN CORP , COMMON STOCK, NO PAR CUSIP 701094104	128 950 665 000 United States	0 00	85,751 75	38,921 38	46,830 37	0 00	46,830 37	
PARTNERRE HOLDING LTD COM STK CUSIP G6852T105	114 130 557 000 United States	0 00	63,570 41	48,589 74	14,980 67	0 00	14,980 67	
PEPSICO INC COM CUSIP 713448108	94 560 430 000 United States	281 65	40,660 80	30,298 08	10,362 72	0 00	10,362 72	
PFIZER INC COM CUSIP 717081103	31 150 4,380 000 United States	0 00	136,437 00	73,848 19	62,588 81	0 00	62,588 81	
PHILIP MORRIS INTL COM STK NPV CUSIP 718172109	81 450 715 000 United States	715 00	58,236 75	66,065 77	-7,829 02	0 00	-7,829 02	
PNC FINANCIAL SERVICES GROUP COM STK CUSIP 693475105	91 230 1,195 000 United States	0 00	109,019 85	62,296 94	46,722 91	0 00	46,722 91	
PNC FINANCIAL SERVICES GROUP COM STK CUSIP 693475105	91 230 1,231 000 United States	0 00	112,304 13	94,658 12	17,646 01	0 00	17,646 01	
PRAXAIR INC COMMON STOCK CUSIP 74005P104	129 560 355 000 United States	0 00	45,993 80	46,837 49	-843 69	0 00	-843 69	
PRECISION CASTPARTS CORP COM CUSIP 740189105	240 880 193 000 United States	0 00	46,489 84	22,860 02	23,629 82	0 00	23,629 82	
PROCTER & GAMBLE COM NPV CUSIP 742718109	91 090 1,780 000 United States	0 00	162,140 20	117,211 26	44,928 94	0 00	44,928 94	

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Northern Trust

Portfolio Value

As of 31 DEC 14

STATEMENT A

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

Page 12 of 17

Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Equities								
Common Stock								
PROCTER & GAMBLE COM NPV CUSIP 742718109	91 090 210 000 United States	0 00	19,128 90	14,046 98	5,081 92	0 00	5,081 92	
PROGRESSIVE CORP , OHIO, COMMON STOCK, \$1 PAR CUSIP 743315103	26 990 2,975 000 United States	0 00	80,295 25	63,764 99	16,530 26	0 00	16,530 26	
PRUDENTIAL FINL INC COM CUSIP 744320102	90 460 1,205 000 United States	0 00	109,004 30	70,326 13	38,678 17	0 00	38,678 17	
QUALCOMM INC COM CUSIP 747525103	74 330 1,205 000 United States	0 00	89,567 65	90,050 88	-483 23	0 00	-483 23	
QUANTA SVCS INC COM CUSIP 74762E102	28 390 2,381 000 United States	0 00	67,596 59	78,295 16	-10,698 57	0 00	-10,698 57	
QUEST DIAGNOSTICS INC COM CUSIP 74834L100	67 060 1,378 000 United States	0 00	92,408 68	79,529 02	12,879 66	0 00	12,879 66	
REGENERON PHARMACEUTICAL S INC COM CUSIP 75886F107	410 250 195 000 United States	0 00	79,998 75	56,565 84	23,432 91	0 00	23,432 91	
REPUBLIC SVCS INC COM CUSIP 760759100	40 250 1,494 000 United States	418 32	60,133 50	48,390 20	11,743 30	0 00	11,743 30	
ROGERS COMMUNICATIONS INC CL B NON VTG CL B CUSIP 775109200	38 860 1,905 000 Canada	741 50	74,028 30	79,194 57	-5,166 27	0 00	-5,166 27	
SABRA HEALTH CARE REIT INC COM CUSIP 78573L106	30 370 1,295 000 United States	0 00	39,329 15	28,192 32	11,136 83	0 00	11,136 83	

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Northern Trust

Portfolio Value

As of 31 DEC 14

STATEMENT A

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

Page 13 of 17

Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Equities								
Common Stock								
SALESFORCE COM	59 310							
INC COM STK								
CUSIP 79466L302	2,237 000 United States	0 00	132,676 47	62,517 08	70,159 39	0 00	70,159 39	
SCHLUMBERGER	85 410							
LTD COM COM								
CUSIP 806857108	1,171 000 United States	468 40	100,015 11	78,839 56	21,175 55	0 00	21,175 55	
SENSATA	52 410							
TECHNOLOGIES								
HLDG NV								
CUSIP N7902X106	1,962 000 United States	0 00	102,828 42	85,221 29	17,607 13	0 00	17,607 13	
SERVICENOW INC	67 850							
COM USD0 001								
CUSIP 81762P102	713 000 United States	0 00	48,377 05	40,402 88	7,974 17	0 00	7,974 17	
SHAW	26 990							
COMMUNICATIONS								
INC CL B								
NON-VOTING								
CUSIP 82028K200	2,006 000 Canada	0 00	54,141 94	47,436 21	6,705 73	0 00	6,705 73	
SPIRIT AIRLS INC	75 580							
COM								
CUSIP 848577102	1,472 000 United States	0 00	111,253 76	89,976 91	21,276 85	0 00	21,276 85	
SPLUNK INC	58 950							
COMSTK COM								
USD0 001								
CUSIP 848637104	591 000 United States	0 00	34,839 45	38,172 56	-3,333 11	0 00	-3,333 11	
ST JUDE MED INC	65 030							
COM								
CUSIP 790849103	762 000 United States	0 00	49,552 86	50,560 61	-1,007 75	0 00	-1,007 75	
STARBUCKS CORP	82 050							
COM								
CUSIP 855244109	1,599 000 United States	0 00	131,197 95	75,316 58	55,881 37	0 00	55,881 37	
STRYKER CORP	94 330							
CUSIP 863667101	615 000 United States	212 17	58,012 95	50,105 61	7,907 34	0 00	7,907 34	
SYSCO CORP ,	39 690							
COMMON STOCK,								
\$1 PAR								
CUSIP 871829107	2,047 000 United States	614 10	81,245 43	69,955 06	11,290 37	0 00	11,290 37	

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Northern Trust

Portfolio Value

As of 31 DEC 14

STATEMENT A

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

Page 14 of 17

Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Equities								
Common Stock								
SYS CO CORP , COMMON STOCK, \$1 PAR	39 690							
CUSIP 871829107	1,690 000 United States	507 00	67,076 10	52,160 16	14,915 94	0 00	14,915 94	
TARGET CORP COM STK	75 910							
CUSIP 87612E106	993 000 United States	0 00	75,378 63	59,629 23	15,749 40	0 00	15,749 40	
THE PRICELINE GROUP INC	1,140 210							
CUSIP 741503403	143 000 United States	0 00	163,050 03	103,048 66	60,001 37	0 00	60,001 37	
THOMSON REUTERS	40 340							
CUSIP 884903105	1,634 000 Canada	0 00	65,915 56	53,105 27	12,810 29	0 00	12,810 29	
TJX COS INC COMMON NEW	68 580							
CUSIP 872540109	1,320 000 United States	0 00	90,525 60	54,540 11	35,985 49	0 00	35,985 49	
TJX COS INC COMMON NEW	68 580							
CUSIP 872540109	1,917 000 United States	0 00	131,467 86	114,900 04	16,567 82	0 00	16,567 82	
TOLL BROS INC COM	34 270							
CUSIP 889478103	3,034 000 United States	0 00	103,975 18	107,734 24	-3,759 06	0 00	-3,759 06	
TRIMBLE NAV LTD COM	26 540							
CUSIP 896239100	1,868 000 United States	0 00	49,576 72	41,838 09	7,738 63	0 00	7,738 63	
TWENTY-FIRST CENTY FOX INC CL B CL B	36 890							
CUSIP 90130A200	1,935 000 United States	0 00	71,382 15	65,485 06	5,897 09	0 00	5,897 09	
UNITED PARCEL SVC INC CL B	111 170							
CUSIP 911312106	730 000 United States	0 00	81,154 10	66,221 58	14,932 52	0 00	14,932 52	
UNITED TECHNOLOGIES CORP COM	115 000							
CUSIP 913017109	1,275 000 United States	0 00	146,625 00	83,283 00	63,342 00	0 00	63,342 00	
US BANCORP	44 950							
CUSIP 902973304	1,806 000 United States	442 47	81,179 70	68,890 58	12,289 12	0 00	12,289 12	

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Northern Trust

Portfolio Value

As of 31 DEC 14

STATEMENT A

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

Page 15 of 17

Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Equities								
Common Stock								
V F CORP , COMMON STOCK, NO PAR	74 900							
CUSIP 918204108	1,400 000 United States	0 00	104,860 00	51,516 48	53,343 52	0 00	53,343 52	
VANTIV INC COM USD0 00001 A	33 920							
CUSIP 92210H105	1,625 000 United States	0 00	55,120 00	51,796 94	3,323 06	0 00	3,323 06	
VERIZON COMMUNICATIONS COM	46 780							
CUSIP 92343V104	2,079 000 United States	0 00	97,255 62	95,815 43	1,440 19	0 00	1,440 19	
WAL-MART STORES, INC COMMON STOCK, \$ 10 PAR	85 880							
CUSIP 931142103	462 000 United States	221 76	39,676 56	31,936 29	7,740 27	0 00	7,740 27	
WALT DISNEY CO CUSIP 254687106	94 190							
WALT DISNEY CO CUSIP 254687106	1,135 000 United States	1,305 25	106,905 65	39,723 75	67,181 90	0 00	67,181 90	
WELLS FARGO & CO NEW COM STK CUSIP 949746101	94 190							
WELLS FARGO & CO NEW COM STK CUSIP 949746101	721 000 United States	829 15	67,910 99	13,655 82	54,255 17	0 00	54,255 17	
WESTERN UNION CO CUSIP 959802109	54 820							
WHIRLPOOL CORP COMMON STOCK, \$1 PAR CUSIP 963320106	1,000 000 United States	0 00	54,820 00	26,695 69	28,124 31	0 00	28,124 31	
WHIRLPOOL CORP COMMON STOCK, \$1 PAR CUSIP 963320106	54 820							
WHIRLPOOL CORP COMMON STOCK, \$1 PAR CUSIP 963320106	1,335 000 United States	0 00	73,184 70	71,726 26	1,458 44	0 00	1,458 44	
WHIRLPOOL CORP COMMON STOCK, \$1 PAR CUSIP 963320106	17 910							
WHIRLPOOL CORP COMMON STOCK, \$1 PAR CUSIP 963320106	3,627 000 United States	0 00	64,959 57	58,054 77	6,904 80	0 00	6,904 80	
WHIRLPOOL CORP COMMON STOCK, \$1 PAR CUSIP 963320106	193 740							
WHIRLPOOL CORP COMMON STOCK, \$1 PAR CUSIP 963320106	665 000 United States	0 00	128,837 10	98,643 09	30,194 01	0 00	30,194 01	
WHIRLPOOL CORP COMMON STOCK, \$1 PAR CUSIP 963320106	193 740							
WHIRLPOOL CORP COMMON STOCK, \$1 PAR CUSIP 963320106	430 000 United States	0 00	83,308 20	53,446 64	29,861 56	0 00	29,861 56	

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Northern Trust

Portfolio Value

As of 31 DEC 14

STATEMENT A

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

Page 16 of 17

Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Equities								
Common Stock								
YUM BRANDS INC COM	72 850							
CUSIP 988498101	1,346 000 United States	0 00	98,056 10	95,629 14	2,426 96	0 00	2,426 96	
Total Common Stock		16,759 03	13,125,298 75	9,470,486 81	3,654,811 94	0 00	3,654,811 94	
Funds - Common Stock								
MFO AMG FDS	18 240							
TIMESQUARE MID CAP GROWTH FD PREMIER CL								
CUSIP 00170K752	221,506 770 United States	0 00	4,040,283 48	3,591,400 94	448,882 54	0 00	448,882 54	
MFO CAPITAL	11 350							
PRIVATE CLIENT SVCS FDS CAP NON US EQUITY FD								
CUSIP 14042Y601	473,352 110 International	65,852 78	5,372,546 44	5,500,000 00	-127,453 56	0 00	-127,453 56	
MFO DODGE & COX INTERNATIONAL STOCK FUND	42 110							
CUSIP 256206103	210,121 500 International	0 00	8,848,216 36	7,480,060 00	1,368,156 36	0 00	1,368,156 36	
MFO JPMORGAN	29 400							
TR I US LARGE CAP CORE PLUSFD SELECT CL								
CUSIP 4812A2389	217,419 140 United States	0 00	6,392,122 71	5,578,103 04	814,019 67	0 00	814,019 67	
MFO MATTHEWS	26 570							
INTL FDS PAC TIGER FD INV CL								
CUSIP 577130107	81,490 370 Pacific Region	0 00	2,165,199 13	1,511,754 47	653,444 66	0 00	653,444 66	
MFO ROWE T PRICE INTERNATIONAL FUNDS INCNEW	16 290							
CUSIP 77956H500	42,205 520 Asia Region	0 00	687,527 92	670,744 95	16,782 97	0 00	16,782 97	
Total Funds - Common Stock		65,852 78	27,505,896 04	24,332,063 40	3,173,832 64	0 00	3,173,832 64	

Funds - Equities ETF

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Northern Trust

Portfolio Value

As of 31 DEC 14

STATEMENT A

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

Page 17 of 17

Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Equities								
Funds - Equities ETF								
MFC ISHARES TR RUSSELL MID-CAP ETF	167 040							
CUSIP 464287499	4,828 000 United States	3,931 91	806,469 12	797,912 58	8,556 54	0 00	8,556 54	
MFC VANGUARD FTSE EMERGING MKTS ETF	40 020							
CUSIP 922042858	6,944 000 Emerging Markets	0 00	277,898 88	286,180 99	-8,282 11	0 00	-8,282 11	
MFC VANGUARD FTSE EUROPE EFT	52 410							
CUSIP 922042874	33,653 000 Europe Region	0 00	1,763,753 73	1,999,156 46	-235,402 73	0 00	-235,402 73	
SPDR S&P 500 ETF TRUST	205 500							
CUSIP 78462F103	23,453 000 United States	26,617 27	4,819,591 50	4,300,322 65	519,268 85	0 00	519,268 85	
Total Funds - Equities ETF		30,549 18	7,667,713 23	7,383,572 68	284,140 55	0 00	284,140 55	
Total Equities		113,160 99	48,298,908 02	41,186,122 89	7,112,785 13	0 00	7,112,785 13	

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Northern Trust

Portfolio Value

As of 31 DEC 14

STATEMENT B

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

Page 1 of 2

Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Fixed Income								
Funds - Government Agency								
#REORG	9 810							
RIDGEWORTH								
STOCK MERGER								
RIDGEWORTH FDS								
CUSIP 76628T702	292,955 290 United States	3,047 28	2,873,891 39	2,986,335 11	-112,443 72	0 00	-112,443 72	
MFO EATON	9 310							
VANCE MUTUAL								
FDS TRUST								
GLOBAL MACRO								
CUSIP 277923728	81,209 800 International	0 00	756,063 23	804,554 84	-48,491 61	0 00	-48,491 61	
MFO JPMORGAN	10 860							
TR II SHORT								
DURATION BD FD								
CL R6								
CUSIP 4812C0167	93,909 060 United States	1,406 69	1,019,852 39	1,023,610 75	-3,758 36	0 00	-3,758 36	
MFO TEMPLETON	12 410							
INCOME TR								
GLOBAL BD FD								
ADVISOR CL								
CUSIP 880208400	153,977 980 International	0 00	1,910,866 73	2,032,717 04	-121,850 31	0 00	-121,850 31	
Total Funds - Government Agency		4,453 97	6,560,673 74	6,847,217 74	-286,544 00	0 00	-286,544 00	
Funds - Corporate Bond								
MFO JPMORGAN	7 590							
TR II HIGH YIELD								
FD CL R6								
CUSIP 4812C0126	433,372 190 United States	15,956 98	3,289,294 92	3,400,098 32	-110,803 40	0 00	-110,803 40	
MFO PRUDENTIAL	9 720							
INVT PORTFOLIOS								
9 PRUDENTIAL								
ABSOLUTE								
CUSIP 74441J829	175,519 380 United States	3,392 38	1,706,048 37	1,726,307 39	-20,259 02	0 00	-20,259 02	
Total Funds - Corporate Bond		19,349 36	4,995,343 29	5,126,405 71	-131,062 42	0 00	-131,062 42	
Funds - Other Fixed Income								

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Northern Trust

Portfolio Value

As of 31 DEC 14

STATEMENT B

Consolidation Name

**M&M ARISON FAMILY
FOUNDATION**

Page 2 of 2

Security Description	Market Price Local							
Asset ID	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total	
Fixed Income								
Funds - Other Fixed Income								
MFO GOLDMAN	10 280							
SACHS TR								
STRATEGIC								
INCOME FDCL								
CUSIP 38145C646	164,380 350 Global Region	3,005 17	1,689,829 99	1,733,593 73	-43,763 74	0 00	-43,763 74	
MFO JPMORGAN	11 720							
TR I STRATEGIC								
INCOME OPPTYS								
FD SELECT CL								
CUSIP 4812A4351	200,149 530 United States	0 00	2,345,752 49	2,360,546 03	-14,793 54	0 00	-14,793 54	
Total Funds - Other Fixed Income		3,005 17	4,035,582 48	4,094,139 76	-58,557 28	0 00	-58,557 28	
Total Fixed Income		26,808 50	15,591,599 51	16,067,763 21	-476,163 70	0 00	-476,163 70	

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