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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2014Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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 Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2014 or tax year beginning

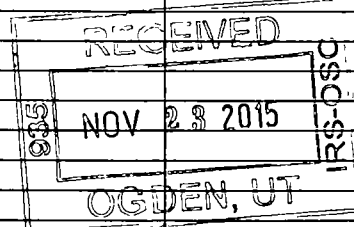
, 2014, and ending

, 20

Name of foundation TED ARISON FAMILY FOUNDATION USA, INC		A Employer identification number 59-2128429
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (305) 891-0017
C/O SAFO LLC, 20900 NE 30TH AVE., STE. 1015		
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) \$ 505,324,317.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		1,175,000.			
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		7,457,074.	7,338,422.		ATCH 1
5a Gross rents		34,144.	34,144.		
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		15,506,629.			
b Gross sales price for all assets on line 6a 142,055,601.					
7 Capital gain net income (from Part IV, line 2)			15,506,629.		
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		3,501,694.	3,501,694.		
12 Total. Add lines 1 through 11		27,674,541.	26,380,889.		
13 Compensation of officers, directors, trustees, etc.		381,419.			381,419.
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) [3]		302,249.	151,124.		
17 Interest ATCH 4		138.	138.		
18 Taxes (attach schedule) (see instructions) [5]		258,624.	258,624.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6		6,465,393.	1,779,133.		4,468,086.
24 Total operating and administrative expenses. Add lines 13 through 23		7,407,823.	2,189,019.		4,849,505.
25 Contributions, gifts, grants paid		19,686,888.			19,686,888.
26 Total expenses and disbursements. Add lines 24 and 25		27,094,711.	2,189,019.		24,536,393.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		579,830.			
b Net investment income (if negative, enter -0-)			24,191,870.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		31,611,765.	17,257,475.	17,257,475.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	19,418,560.	17,306,273.	16,121,495.	
	b	Investments - corporate stock (attach schedule) ATCH 7	91,294,818.	100,530,279.	144,672,323.	
	c	Investments - corporate bonds (attach schedule) ATCH 8	40,318,799.	11,528,005.	11,886,408.	
	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)	211,676,046.	249,008,602.	287,805,650.		
14	Land, buildings, and equipment basis ▶	27,173,234.				
	Less accumulated depreciation (attach schedule) ▶	27,140,728.	27,173,234.	27,173,234.		
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	421,868,448.	423,211,600.	505,324,317.		
Liabilities	17	Accounts payable and accrued expenses	6,748.	3,633.		
	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)	6,748.	3,633.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	421,861,700.	423,207,967.		
	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)	421,861,700.	423,207,967.		
	31	Total liabilities and net assets/fund balances (see instructions)	421,868,448.	423,211,600.		

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	421,861,700.
2	Enter amount from Part I, line 27a	2	579,830.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	766,437.
4	Add lines 1, 2, and 3	4	423,207,967.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	423,207,967.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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			
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	15,506,629.	
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))
2013	23,805,723.	479,705,358.	0.049626
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
2 Total of line 1, column (d)			2 0.233375
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 0.046675
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 497,195,735.
5 Multiply line 4 by line 3			5 23,206,611.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 241,919.
7 Add lines 5 and 6			7 23,448,530.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 24,568,899.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	241,919.
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	241,919.
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	241,919.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	255,200.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	140,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	395,200.
8	Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	153,281.
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ▶ 153,281. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	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 2014 or the taxable year beginning in 2014 (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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 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 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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
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	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 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	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 2014?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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		381,419.	0	0

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 13		74,889.
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 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	462,695,699.
b	Average of monthly cash balances	1b	14,490,580.
c	Fair market value of all other assets (see instructions).	1c	27,580,965.
d	Total (add lines 1a, b, and c)	1d	504,767,244.
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	504,767,244.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	7,571,509.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	497,195,735.
6	Minimum investment return. Enter 5% of line 5	6	24,859,787.

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	24,859,787.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	241,919.
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b	2c	241,919.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24,617,868.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	24,617,868.
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	24,617,868.

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	24,536,393.
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	32,506.
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	24,568,899.
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	241,919.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	24,326,980.

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

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Page **9****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				24,617,868.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			20,514,373.	
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>24,568,899.</u>				
a Applied to 2013, but not more than line 2a			20,514,373.	
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				4,054,526.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (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 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				20,563,342.
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				

Form 990-PF (2014)

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

a The name, address, and telephone number or e-mail 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	19,686,888.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	7,338,422.	
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	34,144.	
7 Other investment income				14	3,501,694.	
8 Gain or (loss) from sales of assets other than inventory				18	15,506,629.	
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)					26,380,889.	
13 Total. Add line 12, columns (b), (d), and (e)					13	26,380,889.

(See worksheet in line 13 instructions to verify calculations)

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.)
▼	

[illegible]

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. | | |

[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

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.

Sign Here     

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name RICHARD S WAGMAN		Preparer's signature <i>ROS Y</i>		Date 11/11/2015	Check ☐ if self-employed	PTIN P00300566	
	Firm's name ▶ PRICewaterhouseCOOPERS LLP					Firm's EIN ▶ 13-4008324		
	Firm's address ▶ 333 SE 2ND AVENUE, SUITE 3000 MIAMI, FL 33131-3429					Phone no 305-375-7400		

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					120,557.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					1,518,217.	
-393,895.		ST SALES - SEE STATEMENT A PROPERTY TYPE: SECURITIES					VAR -393,895.	VAR
14478867.		LT SALES - SEE STATEMENT A PROPERTY TYPE: SECURITIES					VAR 14478867.	VAR
30,781.		CLASS ACTION SETTLEMENTS PROPERTY TYPE: SECURITIES					VAR 30,781.	VAR
9,752,102.		ST LOSS ON DISPOSITION OF YORK ASIAN HED 10000000.					VAR -247,898.	VAR
TOTAL GAIN(LOSS)							<u>15506629.</u>	

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

OMB No 1545-0047

2014

▶ 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.

Name of the organization

TED ARISON FAMILY FOUNDATION USA, INC

Employer identification number

59-2128429

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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 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 33 1/3 % 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 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 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	\$ 1,175,000.	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)
		\$	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
---	----- ----- ----- -----	\$-----	-----
(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., 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
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
HYPERION ISRAEL VENTURE PARTNERS L.P.	6.	6.
PEG POOLED VENTURE CAPITAL INVESTORS II	6,744.	6,744.
WHITEHALL PARALLEL GLOBAL	3,107.	3,107.
OTHER DIV. & INT. - NORTHERN TRUST	7,287,366.	7,168,714.
GUGGENHEIM PLUS II, L.P.	158,690.	158,690.
AMERIGAS PARTNERS, L.P.	1,161.	1,161.
TOTAL	<u>7,457,074.</u>	<u>7,338,422.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INCOME/(LOSS) FROM PARTNERSHIPS	3,528,649.	3,528,649.
OTHER INCOME - NORTHERN TRUST	34,585.	34,585.
F/X LOSS FROM FORM 4797	-61,540.	-61,540.
TOTALS	<u>3,501,694.</u>	<u>3,501,694.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PROFESSIONAL FEES	302,249.	151,124.
TOTALS	<u>302,249.</u>	<u>151,124.</u>

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PASS THRU K-1 INVESTMENT INT	138.	138.
TOTALS	<u>138.</u>	<u>138.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID	258,624.	258,624.
TOTALS	<u>258,624.</u>	<u>258,624.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MANAGEMENT FEES	810,129.	810,129.	
MULTI MANAGER FEES	393,094.	393,094.	
CUSTODY FEES	162,117.	162,117.	
PASS THRU K-1 OTHER DEDUCTIONS	66.	66.	
PASS THRU K-1 PORT. DEDUCTIONS	413,727.	413,727.	
LIFE INSURANCE PREMIUMS	218,174.		
EXPENSES FOR TAFF - ISRAEL:			
SALARIES & WAGES	2,542,628.		2,542,628.
FOREIGN PROPERTY TAXES	212,527.		212,527.
EMPLOYEE BENEFITS	206,053.		206,053.
RENTAL EXPENSE	74,644.		74,644.
REPAIRS & MAINTENANCE	272,359.		272,359.
PROFESSIONAL FEES - LEGAL	104,724.		104,724.
PROFESSIONAL FEES - OTHER	405,782.		405,782.
OFFICE SUPPLIES	19,018.		19,018.
PRINTING & PUBLICATIONS	3,461.		3,461.
TRAVEL EXPENSES	409,038.		409,038.
MARKETING EXPENSES	56,456.		56,456.
UTILITIES EXPENSES	31,756.		31,756.
BANK FEES	6,279.		6,279.
SUPPLIES	77,237.		77,237.
OTHER EXPENSES	46,124.		46,124.
TOTALS	<u>6,465,393.</u>	<u>1,779,133.</u>	<u>4,468,086.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OTHER DOMESTIC	100,530,279.	144,672,323.
TOTALS	<u>100,530,279.</u>	<u>144,672,323.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS	11,528,005.	11,886,408.
	<u>11,528,005.</u>	<u>11,886,408.</u>

TOTALS

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AURORA OFFSHORE FUND LTD II	9,300,000.	13,183,575.
GUGGENHEIM PLUS II, LP	12,874,124.	12,840,114.
HYPERION	699,521.	385,164.
APAX EUROPE VII-B LP	4,164,702.	6,223,261.
WHITEHALL	389,099.	106,984.
ALTIMA HEDGE FUND	4,663,935.	1,924,890.
YORK CREDIT FUND	7,000,000.	13,366,381.
INTERNATIONAL EQUITY SECURITY	78,883,673.	99,385,491.
CD&R FUND VII	1,006,533.	1,556,319.
CAP II PRIVATE INVESTORS	30,721.	835,362.
APOLLO INVESTMENT FUND VI	1,272,515.	1,038,402.
JP MORGAN DIGITAL GROWTH FD	2,250,000.	2,242,490.
JP MORGAN VENT CAP PRVT INVEST	785,246.	1,051,546.
JP MORGAN MOSAIC REIT	211.	1.
MUTUAL FUNDS	34,669,530.	33,823,132.
WINTON FUTURES FUND	10,000,000.	13,538,889.
JP MORGAN CHINA PRIVATE INVEST	1,234,311.	1,426,210.
ATLAS GLOBAL LLC	10,000,000.	12,739,812.
SOUTHPAW CREDIT OP PARTNERS	5,000,000.	5,905,376.
AP VII PRIVATE INVESTORS OFFS	789,625.	817,118.
SILVER LAKE PARTNERS IV LP	452,479.	557,976.
GAVEA FUND PLUS LTD	10,000,000.	9,148,728.
SHANNON RIVER PARTNERS HF	10,000,000.	9,585,605.
OCH ZIFF PL OFFSHORE	10,000,000.	10,177,970.
ORBIMED PARTNERS LTD	10,000,000.	12,833,657.
GSO PRIVATE INVESTORS OFFSHORE	641,879.	883,110.
GSO SPECIAL SITUATIONS	12,000,000.	11,593,256.
PERRY INVESTORS OFFSHORE LTD	10,000,000.	9,878,031.
CAP IV PRIVATE INVESTORS	900,498.	756,800.
TOTALS	<u>249,008,602.</u>	<u>287,805,650.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BOOK/TAX DIFFERENCE	766,437.
TOTAL	<u>766,437.</u>

TED ARISON FAMILY FOUNDATION USA, INC

59-2128429

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

ATTACHMENT 11

UNITED KINGDOM
ISRAEL

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
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	381,419.	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		381,419.	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
SHELDON SCHNEIDER 4082 BATTERSEA ROAD COCONUT GROVE, FL 33133	INVESTMENT ADVISOR	74,889.
TOTAL COMPENSATION		<u>74,889.</u>

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 990 - PART IV - 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	19,686,888
		TOTAL CONTRIBUTIONS PAID	<u>19,686,888</u>

**TED ARISON FAMILY FOUNDATION USA, INC.
YEAR ENDED DECEMBER 31, 2014
DETAIL WORKSHEET FOR GAINS/LOSSES**

	Total Proceeds	Total Cost	Realized G/L	ST Breakout	LT Breakout
Northern Trust (various accounts) - See Attached Statement	132,272,718	(116,524,948)	15,747,770	1,268,903	14,478,867
Short Term Capital Gain Adjustment			(1,662,798)	(1,662,798)	-
<u>Schedules K-1</u>					
PEG Direct Venture Capital (f/k/a JPM Direct)			-	-	-
PEG Pooled Venture Capital (f/k/a JPM Pooled)			127,295	976	126,319
Hyperion Israel			-	-	-
Whitehall Parallel			37,648	(596)	38,244
Amengas Partners			687	-	687
Guggenheim			1,473,144	120,177	1,352,967
Subtotal for Schedules K-1			1,638,774	120,557	1,518,217
Subtotal for all Securities above:			15,723,746	(273,338)	15,997,084
<u>Other Capital Gains/Losses</u>					
Class Action Proceeds	30,781	-	30,781	-	30,781
Loss on Disposition of York Asian Hedge Fund	9,752,102	(10,000,000)	(247,898)	(247,898)	
TOTALS	142,055,601		15,506,629	(521,235)	16,027,864



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Transaction Sub Category	Asset	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		3,021 17	0 00	0 00	3,021 17	0 00	0 00	3,021 17
Total Capital Change Adjustments to Income		3,021 17	0 00	0 00	3,021 17	0 00	0 00	3,021 17
Sales								
Common Stock		19,480,312 03	-14,983,600 00	-46,863 59	4,543,575 62	0 00	-46,863 59	4,543,575 62
Total Sales		19,480,312 03	-14,983,600 00	-46,863 59	4,543,575 62	0 00	-46,863 59	4,543,575 62
Total 2612309 - TAFF - NORTHERN TRU		19,483,333 20	-14,983,600 00	-46,863 59	4,546,596 79	0 00	-46,863 59	4,546,596 79
Total Short Term Gain Proceeds		3,726,401 18						
Total Short Term Loss Proceeds		3,289,022 24						
Total Long Term Gain Proceeds		11,617,627 91						
Total Long Term Loss Proceeds		850,281 87						
Total Undetermined Tax Lot Proceeds		3,021 17						
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		7,015,423 42						
Total Long Term Proceeds		12,467,909 78						
Total S/T translation gain/loss						0 00		
Total LT translation gain/loss						0 00		
Total realized gains				467,074.20	4,600,947.73	0 00	467,074.20	4,600,947.73
Total realized losses				-513,937.79	-54,350.94	0 00	-513,937.79	-54,350.94
Total realized gain/loss		19,483,333.20	-14,983,600.00	-46,863.59	4,546,596.79	0 00	-46,863.59	4,546,596.79

^ Complete cost information not available

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Transaction Sub Category	Asset	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								
Total Other Gain/Loss		846,072.40	0.00	846,072.40	0.00	0.00	846,072.40	0.00
Sales								
Partnerships		1,408,223.64	-1,408,223.64	0.00	0.00	0.00	0.00	0.00
Total Sales		1,408,223.64	-1,408,223.64	0.00	0.00	0.00	0.00	0.00
Total 2612387 - TAFF - PRIVATE EQUITY		2,254,296.04	-1,408,223.64	846,072.40	0.00	0.00	846,072.40	0.00
Total Short Term Gain Proceeds		846,072.40						
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		2,254,296.04						
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		846,072.40						
Total Long Term Proceeds		0.00						
Total S/T translation gain/loss						0.00	846,072.40	0.00
Total L/T translation gain/loss						0.00	0.00	0.00
Total realized gains						0.00	0.00	0.00
Total realized losses						0.00	846,072.40	0.00
Total realized gain/loss		2,254,296.04	-1,408,223.64	846,072.40	0.00	0.00	846,072.40	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
2613975 - TAFF - CASH & SUNDRY										
Capital Change Adjustments to Income										
Common Stock										
Total Capital Change Adjustments to Income				22,921.82	0.00	0.00	22,921.82	0.00	0.00	22,921.82
Total 2613975 - TAFF - CASH & SUNDRY				22,921.82	0.00	0.00	22,921.82	0.00	0.00	22,921.82
Total Short Term Gain Proceeds				0.00						
Total Short Term Loss Proceeds				0.00						
Total Long Term Gain Proceeds				22,921.82						
Total Long Term Loss Proceeds				0.00						
Total Undetermined Tax Lot Proceeds				22,921.82						
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				22,921.82						
Total S/T translation gain/loss										
Total L/T translation gain/loss							22,921.82		0.00	22,921.82
Total realized gains						0.00	0.00		0.00	0.00
Total realized losses						0.00	0.00		0.00	0.00
Total realized gain/loss				22,921.82	0.00	0.00	22,921.82		0.00	22,921.82

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Transaction	Asset	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
Sub Category	Sub Group							
2616813 - TAFF - NB MULTICAP OP (NMULX)								
Other Gain/Loss								
Funds - Common Stock								
Total Other Gain/Loss		337,442.62	0.00	65.57	337,377.05	0.00	65.57	337,377.05
Total 2616813 - TAFF - NB MULTICAP O		337,442.62	0.00	65.57	337,377.05	0.00	65.57	337,377.05
Total Short Term Gain Proceeds		65.57						
Total Short Term Loss Proceeds		0.00						
Total Long Term Gain Proceeds		337,377.05						
Total Long Term Loss Proceeds		0.00						
Total Undetermined Tax Lot Proceeds		337,442.62		65.57	337,377.05	0.00	65.57	337,377.05
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		65.57						
Total Long Term Proceeds		337,377.05						
Total S/T translation gain/loss						0.00		
Total L/T translation gain/loss						0.00		
Total realized gains				65.57	337,377.05	0.00	65.57	337,377.05
Total realized losses				0.00	0.00	0.00	0.00	0.00
Total realized gain/loss		337,442.62	0.00	65.57	337,377.05	0.00	65.57	337,377.05

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Transaction	Asset	Sub Category	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
Sales										
Hedge Multi Strategy										
Total Sales				9,752,102.38	-10,000,000.00	-247,897.62	0.00	0.00	-247,897.62	0.00
Total 2616819 - ZZTAFF-YORK ASIAN O				9,752,102.38	-10,000,000.00	-247,897.62	0.00	0.00	-247,897.62	0.00
Total Short Term Gain Proceeds				0.00						
Total Short Term Loss Proceeds				9,752,102.38						
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				9,752,102.38						
Total Long Term Proceeds				0.00						
Total S/T translation gain/loss						0.00	0.00	0.00	0.00	0.00
Total L/T translation gain/loss										
Total realized gains									0.00	0.00
Total realized losses						-247,897.62	0.00	0.00	-247,897.62	0.00
Total realized gain/loss				9,752,102.38	-10,000,000.00	-247,897.62	0.00	0.00	-247,897.62	0.00

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Transaction	Asset	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
Sub Category	Sub Group							
2618579 - TAFF - PIMCO LOW DURATION								
Sales								
Funds - Corporate Bond								
Total Sales		6,500,000.00	-6,316,302.72	-1,628.62	185,325.90	0.00	-1,628.62	185,325.90
Total 2618579 - TAFF - PIMCO LOW DUF		6,500,000.00	-6,316,302.72	-1,628.62	185,325.90	0.00	-1,628.62	185,325.90
Total Short Term Gain Proceeds		0.00						
Total Short Term Loss Proceeds		169,251.38						
Total Long Term Gain Proceeds		6,330,748.62						
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		169,251.38						
Total Long Term Proceeds		6,330,748.62						
Total S/T translation gain/loss						0.00		
Total L/T translation gain/loss						0.00		
Total realized gains				0.00	185,325.90	0.00	0.00	185,325.90
Total realized losses				-1,628.62	0.00	0.00	-1,628.62	0.00
Total realized gain/loss		6,500,000.00	-6,316,302.72	-1,628.62	185,325.90	0.00	-1,628.62	185,325.90

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Transaction	Sub Category	Asset	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 GBL									
Other Gain/Loss									
Partnerships									
Total Other Gain/Loss			55,238.00	0.00	55,238.00	0.00	0.00	55,238.00	0.00
Sales									
Partnerships									
Total Sales			289.00	-289.00	0.00	0.00	0.00	0.00	0.00
Total 2619692 - TAFF - WHITEHALL PAF			55,527.00	-289.00	55,238.00	0.00	0.00	55,238.00	0.00
Total Short Term Gain Proceeds			55,238.00						
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			55,527.00						
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			55,238.00						
Total Short Term Proceeds			0.00						
Total Long Term Proceeds							0.00		
Total S/T translation gain/loss							0.00		
Total L/T translation gain/loss						0.00	0.00	55,238.00	0.00
Total realized gains							0.00	0.00	0.00
Total realized losses							0.00	0.00	0.00
Total realized gain/loss			55,527.00	-289.00	55,238.00	0.00	0.00	55,238.00	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
2620206 - TAFF - MATTHEWS PACIFIC TIGER										
Other Gain/Loss										
Funds - Common Stock										
Total Other Gain/Loss				1,487,781.78	0.00	1,162.55	1,486,619.23	0.00	1,162.55	1,486,619.23
Total 2620206 - TAFF - MATTHEWS PAC				1,487,781.78	0.00	1,162.55	1,486,619.23	0.00	1,162.55	1,486,619.23
Total Short Term Gain Proceeds				1,162.55						
Total Short Term Loss Proceeds				0.00						
Total Long Term Gain Proceeds				1,486,619.23						
Total Long Term Loss Proceeds				0.00						
Total Undetermined Tax Lot Proceeds				1,487,781.78						
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				1,162.55						
Total Long Term Proceeds				1,486,619.23						
Total S/T translation gain/loss										
Total L/T translation gain/loss										
Total realized gains						1,162.55	1,486,619.23	0.00	1,162.55	1,486,619.23
Total realized losses						0.00	0.00	0.00	0.00	0.00
Total realized gain/loss					0.00	1,162.55	1,486,619.23	0.00	1,162.55	1,486,619.23

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2623756 - ZTAFF - CS MCKEE									
Capital Change Adjustments to Income									
Common Stock									
Total Capital Change Adjustments to Income									
Total 2623756 - ZTAFF - CS MCKEE									
Total Short Term Gain Proceeds			5,167.54	0.00	0.00	5,167.54	0.00	0.00	5,167.54
Total Short Term Loss Proceeds			0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Long Term Gain Proceeds			5,167.54	0.00	0.00	5,167.54	0.00	0.00	5,167.54
Total Long Term Loss Proceeds			0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Undetermined Tax Lot Proceeds									
Additional Short Term Proceeds from zero G/L Transactions			0.00	0.00	0.00	0.00	0.00	0.00	0.00
Additional Long Term Proceeds from zero G/L Transactions			0.00	0.00	0.00	0.00	0.00	0.00	0.00
Short Term Proceeds due to REIT Re-Allocation			0.00	0.00	0.00	0.00	0.00	0.00	0.00
Long Term Proceeds due to REIT Re-Allocation			0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Short Term Proceeds			5,167.54	0.00	0.00	5,167.54	0.00	0.00	5,167.54
Total Long Term Proceeds			0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total S/T translation gain/loss			0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total L/T translation gain/loss			0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total realized gains			5,167.54	0.00	0.00	5,167.54	0.00	0.00	5,167.54
Total realized losses			0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total realized gain/loss			5,167.54	0.00	0.00	5,167.54	0.00	0.00	5,167.54

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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
2644071 - TAFF - RIVER ROAD MIDCAP										
Sales										
Common Stock										
Total Sales				6,985,927.50	-5,679,211.51	-95,790.54	1,402,506.53	0.00	-95,790.54	1,402,506.53
Total 2644071 - TAFF - RIVER ROAD MII				6,985,927.50	-5,679,211.51	-95,790.54	1,402,506.53	0.00	-95,790.54	1,402,506.53
Total Short Term Gain Proceeds				500,048.70						
Total Short Term Loss Proceeds				496,873.58						
Total Long Term Gain Proceeds				5,242,652.34						
Total Long Term Loss Proceeds				746,352.88						
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				996,922.28						
Total Long Term Proceeds				5,989,005.22						
Total S/T translation gain/loss										
Total L/T translation gain/loss										
Total realized gains						117,288.77	1,745,357.25	0.00	117,288.77	1,745,357.25
Total realized losses						-213,079.31	-342,850.72	0.00	-213,079.31	-342,850.72
Total realized gain/loss						-95,790.54	1,402,506.53	0.00	-95,790.54	1,402,506.53

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Transaction Sub Category	Asset	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								
Total Sales		8,165,138.54	-7,389,148.60	171,640.05	604,349.89	0.00	171,640.05	604,349.89
Total 2661005 - TAFF - JPM TECH LEAD		8,165,138.54	-7,389,148.60	171,640.05	604,349.89	0.00	171,640.05	604,349.89
Total Short Term Gain Proceeds		2,887,876.09						
Total Short Term Loss Proceeds		2,674,987.24						
Total Long Term Gain Proceeds		2,436,638.00						
Total Long Term Loss Proceeds		165,637.21						
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		5,562,863.33						
Total Long Term Proceeds		2,602,275.21						
Total S/T translation gain/loss						0.00		
Total L/T translation gain/loss						0.00		
Total realized gains				638,526.48	665,592.95	0.00	638,526.48	665,592.95
Total realized losses				-466,886.43	-61,243.06	0.00	-466,886.43	-61,243.06
Total realized gain/loss			-7,389,148.60	171,640.05	604,349.89	0.00	171,640.05	604,349.89

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Sub Category	Sub Group							
2661425 - TAFF - RBC BLUEBAY ABS RT								
Other Gain/Loss								
Funds - Other Fixed Income								
Total Other Gain/Loss		300,175.93	0.00	217,186.05	82,989.88	0.00	217,186.05	82,989.88
Total 2661425 - TAFF - RBC BLUEBAY A		300,175.93	0.00	217,186.05	82,989.88	0.00	217,186.05	82,989.88
Total Short Term Gain Proceeds		217,186.05						
Total Short Term Loss Proceeds		0.00						
Total Long Term Gain Proceeds		82,989.88						
Total Long Term Loss Proceeds		0.00						
Total Undetermined Tax Lot Proceeds		300,175.93						
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		217,186.05						
Total Long Term Proceeds		82,989.88						
Total S/T translation gain/loss						0.00		
Total L/T translation gain/loss						0.00		
Total realized gains				217,186.05	82,989.88	0.00	217,186.05	82,989.88
Total realized losses				0.00	0.00	0.00	0.00	0.00
Total realized gain/loss		300,175.93	0.00	217,186.05	82,989.88	0.00	217,186.05	82,989.88

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Transaction Sub Category	Asset	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 - ZZTAFF-PIMCO UNCONSTRAINED								
Sales								
Funds - Government Agency		2,996,397.73	-3,048,069.25	462.21	-52,133.73	0.00	462.21	-52,133.73
Total Sales		2,996,397.73	-3,048,069.25	462.21	-52,133.73	0.00	462.21	-52,133.73
Total 2661426 - ZZTAFF-PIMCO UNCON		2,996,397.73	-3,048,069.25	462.21	-52,133.73	0.00	462.21	-52,133.73
Total Short Term Gain Proceeds		40,024.70						
Total Short Term Loss Proceeds		0.00						
Total Long Term Gain Proceeds		2,933.90						
Total Long Term Loss Proceeds		2,953,439.13						
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		40,024.70						
Total Long Term Proceeds		2,956,373.03						
Total S/T translation gain/loss								
Total L/T translation gain/loss								
Total realized gains				462.21	12.99	0.00	462.21	12.99
Total realized losses				0.00	-52,146.72	0.00	0.00	-52,146.72
Total realized gain/loss			-3,048,069.25	462.21	-52,133.73	0.00	462.21	-52,133.73

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2670765 - TAFF - SIT DIVIDEND GROWTH										
Sales										
Common Stock										
Total Sales				19,216,924.28	-16,340,894.34	253,653.85	2,622,376.09	0.00	253,653.85	2,622,376.09
Total 2670765 - TAFF - SIT DIVIDEND GI				19,216,924.28	-16,340,894.34	253,653.85	2,622,376.09	0.00	253,653.85	2,622,376.09
Total Short Term Gain Proceeds				5,838,996.15						
Total Short Term Loss Proceeds				3,831,596.07						
Total Long Term Gain Proceeds				8,885,431.39						
Total Long Term Loss Proceeds				560,900.67						
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				9,770,592.22						
Total Long Term Proceeds				9,446,332.06						
Total S/T translation gain/loss								0.00		
Total L/T translation gain/loss								0.00		
Total realized gains						605,031.11	2,763,576.01	0.00	605,031.11	2,763,576.01
Total realized losses						-351,377.26	-141,199.92	0.00	-351,377.26	-141,199.92
Total realized gain/loss				19,216,924.28	-16,340,894.34	253,653.85	2,622,376.09	0.00	253,653.85	2,622,376.09

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2670767 - TAFF - EATON VANCE FLOATING RT								
Sales								
Funds - Corporate Bond		12,000,000.00	-11,620,415.73	-1,008.85	380,593.12	0.00	-1,008.85	380,593.12
Total Sales		12,000,000.00	-11,620,415.73	-1,008.85	380,593.12	0.00	-1,008.85	380,593.12
Total 2670767 - TAFF - EATON VANCE F		12,000,000.00	-11,620,415.73	-1,008.85	380,593.12	0.00	-1,008.85	380,593.12
Total Short Term Gain Proceeds		169,798.47						
Total Short Term Loss Proceeds		327,111.83						
Total Long Term Gain Proceeds		11,503,089.70						
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		496,910.30						
Total Long Term Proceeds		11,503,089.70						
Total S/T translation gain/loss								
Total L/T translation gain/loss								
Total realized gains				182.27	380,593.12	0.00	182.27	380,593.12
Total realized losses				-1,191.12	0.00	0.00	-1,191.12	0.00
Total realized gain/loss		12,000,000.00	-11,620,415.73	-1,008.85	380,593.12	0.00	-1,008.85	380,593.12

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2691722 - ZTAFF-STANDARD PACIFIC										
Sales										
Hedge Equity										
Total Sales				539,680.87	-1.00	0.00	539,679.87	0.00	0.00	539,679.87
Total 2691722 - ZTAFF-STANDARD PA				539,680.87	-1.00	0.00	539,679.87	0.00	0.00	539,679.87
Total Short Term Gain Proceeds				0.00						
Total Short Term Loss Proceeds				0.00						
Total Long Term Gain Proceeds				539,680.87						
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				539,680.87						
Total S/T translation gain/loss									0.00	539,679.87
Total L/T translation gain/loss									0.00	0.00
Total realized gains									0.00	0.00
Total realized losses									0.00	0.00
Total realized gain/loss					-1.00				0.00	539,679.87

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2698583 - ZZTAFF-JPM HIGH YIELD									
Sales									
Funds - Corporate Bond			12,314,538 07	-11,823,945 16	1,838 34	488,754 57	0 00	1,838 34	488,754 57
Total Sales			12,314,538 07	-11,823,945 16	1,838 34	488,754 57	0 00	1,838 34	488,754 57
Total 2698583 - ZZTAFF-JPM HIGH YIELD			12,314,538 07	-11,823,945 16	1,838 34	488,754 57	0 00	1,838 34	488,754 57
Total Short Term Gain Proceeds			180,902 25						
Total Short Term Loss Proceeds			55,637 85						
Total Long Term Gain Proceeds			12,067,997 97						
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			246,540 10						
Total Long Term Proceeds			12,067,997 97						
Total S/T translation gain/loss							0 00		
Total L/T translation gain/loss							0 00		
Total realized gains					1,907.05	488,754.57	0.00	1,907.05	488,754.57
Total realized losses					-68.71	0.00	0.00	-68.71	0.00
Total realized gain/loss					1,838.34	488,754.57	0.00	1,838.34	488,754.57

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2698725 - TAFF - T ROWE PRICE NEW ASIA									
Other Gain/Loss									
Funds - Common Stock									
Total Other Gain/Loss			197,248.29	0.00	0.00	197,248.29	0.00	0.00	197,248.29
Total 2698725 - TAFF - T ROWE PRICE I			197,248.29	0.00	0.00	197,248.29	0.00	0.00	197,248.29
Total Short Term Gain Proceeds			0.00						
Total Short Term Loss Proceeds			0.00						
Total Long Term Gain Proceeds			197,248.29						
Total Long Term Loss Proceeds			0.00						
Total Undetermined Tax Lot Proceeds			197,248.29						
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			197,248.29						
Total S/T translation gain/loss							0.00	0.00	197,248.29
Total L/T translation gain/loss							0.00	0.00	0.00
Total realized gains							0.00	0.00	
Total realized losses							0.00	0.00	
Total realized gain/loss			197,248.29	0.00	0.00	197,248.29	0.00	0.00	197,248.29

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2698800 - TAFF - TEMPLETON GLOBAL BD									
Other Gain/Loss									
Funds - Government Agency									
			27,453.61	0.00	27,453.61	0.00	0.00	27,453.61	0.00
Total Other Gain/Loss									
Total 2698800 - TAFF - TEMPLETON GL			27,453.61	0.00	27,453.61	0.00	0.00	27,453.61	0.00
Total Short Term Gain Proceeds									
Total Short Term Gain Proceeds			0.00						
Total Long Term Gain Proceeds									
Total Long Term Gain Proceeds			0.00						
Total Long Term Loss Proceeds									
Total Long Term Loss Proceeds			0.00						
Total Undetermined Tax Lot Proceeds									
Total Undetermined Tax Lot Proceeds			27,453.61						
Additional Short Term Proceeds from zero G/L Transactions									
Additional Short Term Proceeds from zero G/L Transactions			0.00						
Additional Long Term Proceeds from zero G/L Transactions									
Additional Long Term Proceeds from zero G/L Transactions			0.00						
Short Term Proceeds due to REIT Re-Allocation									
Short Term Proceeds due to REIT Re-Allocation			0.00						
Long Term Proceeds due to REIT Re-Allocation									
Long Term Proceeds due to REIT Re-Allocation			27,453.61						
Total Short Term Proceeds									
Total Short Term Proceeds			0.00						
Total Long Term Proceeds									
Total Long Term Proceeds			0.00						
Total S/T translation gain/loss									
Total S/T translation gain/loss			0.00						
Total L/T translation gain/loss									
Total L/T translation gain/loss			0.00						
Total realized gains									
Total realized gains			27,453.61					27,453.61	0.00
Total realized losses									
Total realized losses			0.00					0.00	0.00
Total realized gain/loss									
Total realized gain/loss			27,453.61	0.00	27,453.61	0.00	0.00	27,453.61	0.00

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Transaction	Sub Category	Asset	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									
Capital Change Receipts/Disbursements									
Rights/Warrants									
Total Capital Change Receipts/Disbursements			318 14	-173 71	0 01	168 55	-24 13	0 01	144 42
Foreign Exchange Buy									
Cash			318 14	-173 71	0 01	168 55	-24 13	0 01	144 42
Foreign Exchange Sale									
Cash			13,023,615 94	13,028,407 64	0 00	0 00	-5,791 70	-5,791 70	0 00
Total Foreign Exchange Buy			13,023,615 94	13,029,407 64	0 00	0 00	-5,791 70	-5,791 70	0 00
Foreign Exchange Sale									
Cash			-13,023,510 26	-13,029,407 64	0 00	0 00	5,897 38	5,897 38	0 00
Total Foreign Exchange Sale			-13,023,510 26	-13,029,407 64	0 00	0 00	5,897 38	5,897 38	0 00
Gain/Loss on Cash Disbursements									
Cash			12,831,684 96	-12,835,143 76	0 00	0 00	-3,458 80	-3,458 80	0 00
Total Gain/Loss on Cash Disbursements			12,831,684 96	-12,835,143 76	0 00	0 00	-3,458 80	-3,458 80	0 00
Sales									
Common Stock			7,311,554 66	-6,086,377 35	-79,856 14	1,216,847 60	88,185 85	-60,919 82	1,286,097 13
Rights/Warrants			121 42	0 00	0 00	121 41	0 01	0 00	121 42
Total Sales			7,311,676 08	-6,086,377 35	-79,856 14	1,216,969 01	88,185 86	-60,919 82	1,286,218 55

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Transaction	Sub Category	Asset	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 QUR03 - QUR03 TAFF USA-CAP G			20,143,784.86	-18,921,694.82	-79,856.13	1,217,137.56	84,808.61	-64,272.93	1,286,362.97
Total Short Term Gain Proceeds			964,889.59						
Total Short Term Loss Proceeds			1,082,530.65						
Total Long Term Gain Proceeds			4,132,613.50						
Total Long Term Loss Proceeds			1,132,160.48						
Total Undetermined Tax Lot Proceeds			12,831,790.64						
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			2,047,220.24						
Total Long Term Proceeds			5,264,773.98						
Total S/T translation gain/loss							15,583.20		
Total L/T translation gain/loss							69,225.41		
Total realized gains					72,179.27	1,459,441.57	292,176.79	145,171.34	1,588,369.47
Total realized losses					-152,035.40	-242,304.01	-207,368.18	-209,444.27	-302,006.50
Total realized gain/loss			20,143,784.86	-18,921,694.82	-79,856.13	1,217,137.56	84,808.61	-64,272.93	1,286,362.97

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QUR08 - TAFFUS-APAX EUROPE FUND VII										
Gain/Loss on Cash Disbursements										
Cash				68,880.90	-67,989.89	0.00	0.00	891.01	891.01	0.00
Total Gain/Loss on Cash Disbursements				68,880.90	-67,989.89	0.00	0.00	891.01	891.01	0.00
Principal Paydowns										
Partnerships				1,711,861.75	-1,915,801.87	0.00	0.00	-203,940.12	0.00	-203,940.12
Total Principal Paydowns				1,711,861.75	-1,915,801.87	0.00	0.00	-203,940.12	0.00	-203,940.12
Total QUR08 - TAFFUS-APAX EUROPE I				1,780,742.65	-1,983,791.76	0.00	0.00	-203,049.11	891.01	-203,940.12
Total Short Term Gain Proceeds				0.00						
Total Short Term Loss Proceeds				0.00						
Total Long Term Gain Proceeds				212,606.99						
Total Long Term Loss Proceeds				1,495,254.76						
Total Undetermined Tax Lot Proceeds				68,880.90						
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				1,711,861.75						
Total S/T translation gain/loss								891.01		
Total L/T translation gain/loss								-203,940.12		
Total realized gains						0.00	0.00	3,991.02	908.55	3,082.47
Total realized losses						0.00	0.00	-207,040.13	-17.54	-207,022.59
Total realized gain/loss				1,780,742.65	-1,983,791.76	0.00	0.00	-203,049.11	891.01	-203,940.12

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QUR10 - TAFF-KLD GBL CLIMATE 100 INDX									
Capital Change Adjustments to Income									
Common Stock			350 59	0 00	0 00	350 59	0 00	0 00	350 59
Total Capital Change Adjustments to Income			350 59	0 00	0 00	350 59	0 00	0 00	350 59
Capital Change Receipts/Disbursements									
Rights/Warrants			2,778 52	0 00	75 00	2,703 50	0 02	75 00	2,703 52
Total Capital Change Receipts/Disbursements			2,778 52	0 00	75 00	2,703 50	0 02	75 00	2,703 52
Foreign Exchange Buy									
Cash			3,200,359 29	3,200,202 87	0 00	0 00	156 42	156 42	0 00
Total Foreign Exchange Buy			3,200,359 29	3,200,202 87	0 00	0 00	156 42	156 42	0 00
Foreign Exchange Sale									
Cash			-3,201,383 62	-3,200,202 87	0 00	0 00	-1,180 75	-1,180 75	0 00
Total Foreign Exchange Sale			-3,201 383 62	-3,200,202 87	0 00	0 00	-1,180 75	-1,180 75	0 00
Gain/Loss on Cash Disbursements									
Cash			3,614,013 44	-3,611,105 68	0 00	0 00	2,907 76	2,907 76	0 00
Total Gain/Loss on Cash Disbursements			3,614,013 44	-3,611,105 68	0 00	0 00	2,907 76	2,907 76	0 00
Sales									
Common Stock			4,050,999 85	-3,370,698 85	153,741 29	612,395 81	-85,836 10	142,636 28	537,664 72
Rights/Warrants			107 93	0 00	9 26	98 67	0 00	9 25	98 68
Stapled Securities			38,907 38	-27,556 36	6,031 86	5,631 73	-312 57	6,097 50	5,253 52
Total Sales			4,080,015 16	-3,398,255 21	159,782 41	618,126 21	-86,148 67	148,743 03	543,016 92

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Transaction Sub Category Asset	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
Sub Group							
Total QUR10 - TAFF-KLD GBL CLIMATE	7,706,133.38	-7,009,360.89	159,857.41	621,180.30	-84,265.22	150,701.46	546,071.03
Total Short Term Gain Proceeds	1,363,479.73						
Total Short Term Loss Proceeds	396,442.77						
Total Long Term Gain Proceeds	1,854,757.53						
Total Long Term Loss Proceeds	478,464.24						
Total Undetermined Tax Lot Proceeds	3,613,339.70						
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	1,759,922.50						
Total Long Term Proceeds	2,333,221.77						
Total S/T translation gain/loss					-8,155.95		
Total L/T translation gain/loss					-75,109.27		
Total realized gains			205,581.90	694,962.83	47,631.60	212,104.20	681,862.59
Total realized losses			-45,724.49	-73,782.53	-131,896.82	-61,402.74	-135,791.56
Total realized gain/loss	7,706,133.38	-7,009,360.89	159,857.41	621,180.30	-84,265.22	150,701.46	546,071.03

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Report Total:				132,272,718.09	-116,524,948.42	1,251,584.69	14,688,690.70	-202,505.72	1,268,902.95	14,478,866.72
Total Short Term Gain Proceeds				16,829,395.04						
Total Short Term Loss Proceeds				22,175,555.99						
Total Long Term Gain Proceeds				66,959,102.53						
Total Long Term Loss Proceeds				8,386,491.24						
Total Undetermined Tax Lot Proceeds				21,205,047.04						
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				39,004,951.03						
Total Long Term Proceeds				75,345,593.77						
Total S/T translation gain/loss								7,318.26		
Total L/T translation gain/loss								-209,823.88		
Total realized gains						3,255,411.44	15,656,568.60	343,799.41	3,335,834.36	15,775,478.73
Total realized losses						-1,993,826.75	-967,877.90	-546,305.13	-2,068,931.41	-1,296,612.01
Total realized gain/loss						1,251,584.69	14,688,690.70	-202,505.72	1,268,902.95	14,478,866.72

^ Complete cost information not available.
*Generated by Northern Trust on 28 Apr 15

EIN 59-2128429

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2014

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
The American Jewish Distribution Comm	N/A	501C3 ORG	Supporting the "Funding Model"	100,000
Jewish Funders Network	N/A	501C3 ORG	Support for Miami conference+3rd year of support for the development of the JFN's Israel C	154,494
Oleh Records	N/A	Art, Culture & Sport (7056)	Supporting the "Tune In" Event	20,000
Tel Aviv Museum of Art	N/A	Art, Culture & Sport (7056)	Supporting the enrichment of art	75,000
Hapoel Oshkhan	N/A	Children & Youth (7055)	Supporting the "Red basketball Project" in 2014-2015	20,000
The Spirit of Israel	N/A	Population in distress	Supporting the 2014 activity of the public forum	30,000
Migdal-Ohr	N/A	Children & Youth (7055)	Emergency Fund Relief	33,000
Elem - Youth in Distress in Israel	N/A	Children & Youth (7055)	Supporting the 2015 activity of the outreach vans	100,000
American Friends of Orr Shalom	N/A	Children & Youth (7055)	Orr Shalom for children and youth at risk	55,000
Balev Dolev Lamoar	N/A	Children & Youth (7055)	Supporting the "Ofek Taasukat"(employment opportunities) Project -	100,000
Kanot	N/A	Children & Youth (7055)	Supporting the "Student in Uniform - Police Student Program for Youth at Risk" project	68,397
HAMIFAAL LEHACSHARAT -PEF Israel Endowment Funds	N/A	Children & Youth (7055)		45,000
ALONEY YIZHAK-PEF, Israel Endowment Funds	N/A	Children & Youth (7055)		28,801
TALPYOT-PEF Israel Endowment Funds	N/A	Children & Youth (7055)		35,305
B Elev	N/A	Disabilities (7052)	Purchase of Rehab equipment for Agam School	10,130
Mibat A Non-Profit Organization	N/A	Disabilities (7052)	Emergency Aid	20,000
Beit Issie Shapiro	N/A	Disabilities (7052)	Supporting the organizations promoting the quality of life for children with disabilities	30,000
Special Olympics Israel	N/A	Disabilities (7052)	2 of 3 year pledge to support activity in 2014-2016	50,000
Shalva-The Association for the Mentally &	N/A	Disabilities (7052)	Supporting the New Shalva National Center	100,000
The Hebrew University of Jerusalem	N/A	University	Supporting the March 2015 conference at The Center for the Study of Philanthropy in Israel	5,000
Para olimpic- PEF Israel Endowment Funds	N/A	Disabilities (7052)	2nd payment out of a 3 years pledge to support the Israel Sports Association	50,000
Saba Jack	N/A	Disabilities (7052)	Financing the Grandpa Jack's Therapeutic Horse Riding Expansion Program	50,000
Chimes Foundation	N/A	Disabilities (7052)	Integrating Assistive technology in the chimes day care center in Taybe	84,700
Almanal	N/A	Disabilities (7052)	Financing a special computer room adjusted for blind people & financing professional for a y	54,620
Hibum	N/A	Disabilities (7052)	Supporting the Bustan Hagail Employment and Activity Center for people with special need	30,000
Vanety Israel	N/A	Disabilities (7052)	Supporting physiotherapy for children in need	70,000
Mibat A Non-Profit Organization	N/A	Disabilities (7052)	Per a renewed contract signed on Nov, 2014 allocated specifically for the Migdal lelo Hag	70,000
Avney Derech- PEF Israel Endowment Funds	N/A	Disabilities (7052)		46,000
Akum Hafat- PEF Israel Endowment Funds	N/A	Disabilities (7052)		80,571
Yad Vashem	N/A	Education (7054)	3rd payment out of 3	100,000
Sesame Workshop	N/A	Education (7054)	Pledge to support The Treasure Hunt Project	100,000
The Israeli Opera Tel Aviv	N/A	Education (7054)	Supporting education program to familiarize children with the Arts	100,000
Access Israel	N/A	Disabilities (7052)	2nd payment from a 3 year pledge	62,000
Merchavim	N/A	Art, Culture & Sport (7056)	1 of 2 payments supporting the 2014-2015 Activity of Art Kulanana Project	43,000
Prisoner Rehabilitation Authority	N/A	Population in distress	2nd payment out of 4 to support Olot Al Hagat	100,000
Shahaf Foundation	N/A	Education (7054)	1st payment of a 3 year pledge to support Shahaf communities	150,000
Gadeon- PEF Israel Endowment Funds	N/A	Education (7054)	2nd payment supporting the Study and Enrichment Centers	75,000
Association for Change in Education	N/A	Education (7054)	3rd payment of 6 year pledge (Katze Foundation)	363,297
The Israeli Center for Human Dignity	N/A	Education (7054)	Supporting the 2015 activity for establishing a dignity based environment at school	61,000
Keren Museum Ruben	N/A	Education (7054)	Financing the "Ruben Comes to Visit" project - Intro to Art Class	35,072
The Train Theatre	N/A	Education (7054)	Supporting the Sababa Program Theatre Group	32,360
Citizen Build a Community	N/A	Education (7054)	Supporting the Juzur Project - Arab young adults center	81,870
ADAM-PEF, Israel Endowment Funds	N/A	Education (7054)		56,028
HALA-PEF Israel Endowment Funds	N/A	Education (7054)		74,226
MANOR KABRI- PEF Israel Endowment Funds	N/A	Education (7054)		39,979
Friends of Carmel medical Center - Haifa	N/A	Health (7053)	Supporting the completion of the Pergola by childrens ward roof yard	145,000
The Fund for Development & Promotion LTD	N/A	Health (7053)	Medical clown at Yosefai Hospital in Eilat	15,000
Oror - PEF Israel Endowment Funds	N/A	Health (7053)	Supporting the 2015 activities ceramic painting and glass workshops	15,696
Friends of Assaf Harofeh Medical Center	N/A	Health (7053)	Last payment for the Ted Arson Orthopedic Scholarship	118,000
Haverim Le Refua	N/A	Health (7053)	Supporting the organization activity	100,000
Friends of Sheba Medical Ctr Tel Hashomer	N/A	Health (7053)	Financing 4 Integrative Medicine Therapists at Tel Center for a year	100,000
Diakonimic- PEF Israel Endowment Funds	N/A	Health (7053)		43,580
Hospes Galil - PEF, Israel Endowment Funds	N/A	Health (7053)		100,000
Hakeren Leptuah Mirkaz Rafu Haemer	N/A	Health (7053)	Purchasing a "Giraffe Omnibed"	35,000
Be - Alzmi	N/A	Non-Profit Organizations/ Welfare	Empowerment for Employment Program	42,875
Matan Your Way To Give	N/A	Public Charity (Israel)	Special Grant	155,000
Hebrew University of Jerusalem	N/A	University	Supporting the "Ross Sectors Partnership" Conference	5,000
Friends of Tel Aviv University	N/A	University	1st Payment of 3 to support the 2015 activity of the TA Airborne Allergen Monitoring Lab	40,000
Brit Otam	N/A	Well fare services (7051)	2nd payment for relief aid in the Philippines	50,000
Halel- PEF Israel Endowment Funds	N/A	Well fare services (7051)	2 of 3 payments to support housing assistance	50,000
American Friends of the Israel National	N/A	Well fare services (7051)	2nd payment for the Child Victim Program	40,000
Mibat A Non-Profit Organization	N/A	Well fare services (7051)	Emergency Aid	47,000
Natal	N/A	Well fare services (7051)	Supporting mobile clinic unit in Southern Israel	30,000
Sheatufim	N/A	Well fare services (7051)	Payment to support National Civic Forum	150,000
American Friends of the Koret Israel	N/A	Well fare services (7051)	Micro Finance Program	100,000

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GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2014

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
Foundation for the Benefit of Holocaust	N/A	Well fare services (7051)	1st payment of a 5 year pledge to support the Foundation for the Benefit of Holocaust Victim	100 000
Tel Aviv Educational & Culture Co	N/A	Well fare services (7051)	Supporting the class exchange program for a year	66 820
The American Committee for the Tel Aviv	N/A	Well fare services (7051)	2nd of 3 payments supporting the Family & Parenting Center	68 000
The Tel Aviv Sexual Assault Crisis Center	N/A	Well fare services (7051)	Supporting the 2015 activity of the joint project in Bnei Brak	74 600
The Hebrew University of Jerusalem	N/A	Well fare services (7051)	Supporting the "Generations" project	73 355
Isha L'isha - Harfa Feminist Center	N/A	Well fare services (7051)	Supporting the Organization activity for a year - Population in Distress	37 500
Association for the Care of the Age	N/A	Well fare services (7051)	The Association for the elderly in Hadera - Snoozen room	54 340
TOPAZ-PEF Israel Endowment Funds	N/A	Well fare services (7051)		50 000
Zvolun-PEF Israel Endowment Funds	N/A	Well fare services (7051)		34 659
Elnahood-PEF, Israel Endowment Funds	N/A	Well fare services (7051)		40 000
Raam-PEF, Israel Endowment Funds	N/A	Well fare services (7051)		40 000
Weman for Weman-PEF, Israel Endowment Funds	N/A	Well fare services (7051)		20 830
Moran Choir	N/A	Art, Culture & Sport (7056)	Advance for the Contruction Plain	13 300
Asscoff-Friends of Tel Aviv Sourasky Med Ct	N/A	Health (7053)	1st of 5 payments (Ted Arson Hospital)	1 500 000
Greater Miami Jewish Federation	N/A	501C3 ORG	4th of 5 payments	1 000 000
George Mason University Foundation Inc	N/A	501C3 ORG	George Mason University	500,000
Beit Hashani	N/A	Children & Youth (7055)	2 of 5 payments going to support organizational activities	200 000
The Interdisciplinary Ctr Herzlia	N/A	Education (7054)	7th payment for the GMBA Program	790 603
America Israel Cultural Foundation	N/A	Art, Culture & Sport (7056) 501C3	5th of 5 payments supporting the activity 2014-2015	500,000
University of Miami	N/A	University	Payment	100 000
Goodnet	N/A	Non-Profit private Organization	Goodnet	1,082 450
Essence of Life	N/A	Non-Profit private Organization	3rd payment based on budget	2 226 501
The Center for Young Art Public	N/A	Non-Profit private Organization	4th payment based on Estimated budget	868 341
Ruach Tova	N/A	Public Charity (Israel)	3rd payment based on budget	4 804 200
Grants to individuals	N/A		Grants to individuals 2013	850 000
The Oath project Incorporated	N/A	501C3 ORG	Donation	119 388

7000 - Cash Donations Paid 19,886,888

EXPENDITURE RESPONSIBILITY STATEMENT
2014 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2014	Report Date Received
Access Israel	06/30/2014	\$ 62,000	2nd payment from a 3 year pledge	\$ 62,000	5.4.2015
Almanal	12/12/2014	\$ 54,620	Financing a special computer room adjusted for blind people & financing professional for a year	\$ 41,840	7.16.2015
America Israel Cultural Foundation	05/30/2014	\$ 500,000	5th of 5 payments supporting the activity 2014-2015	\$ 500,000	2014
American Friends of Orr Shalom	12/12/2014	\$ 55,000	Orr Shalom for children and youth at risk	501C3 ORG	
American Friends of the Israel National	06/30/2014	\$ 40,000	2nd payment for the Child Victim Program	501C3 ORG	
American Friends of the Koret Israel	08/31/2014	\$ 100,000	Micro Finance Program	501C3 ORG	
AssocFriends of Tel Aviv Sourasky Med Ct (	07/01/2014	\$ 1,500,000	1st of 5 payments (Ted Arison Hospital)	\$ 1,500,000	2014
Association for Change in Education	12/01/2014	\$ 363,297	3rd payment of 6 year pledge (Katzir Foundation)		
Association for the Care of the Age	12/12/2014	\$ 54,340	The Association for the elderly in Hadera - Snoozlen room	\$ 767	7.21.2015
Batey Dolev Lamoar	12/12/2014	\$ 100,000	Supporting the "Ofek Taasukati"(employment opportunities) Project -	\$ 1,801	8.12.2015
Be - Atzmi	01/01/2014	\$ 42,875	Empowerment for Employment Program	\$ 42,875	2.26.2015
Beit Hashanti	03/10/2014	\$ 200,000	2 of 5 payments going to support organizational activities	\$ 200,000	2014
Beit Issie Shapiro	11/30/2014	\$ 30,000	Supporting the organizations promoting the quality of life for children with disabilities		
B'Elev	07/01/2014	\$ 10,130	Purchase of Rehab equipment for Agam School		
Brit Olam	01/01/2014	\$ 50,000	2nd payment for relief aid to the Philippines		
Chimes Foundation	12/12/2014	\$ 84,700	Integrating Assistive technology in the chimes day care center in Taiybe		
Citizen Build a Community	12/12/2014	\$ 81,870	Supporting the Juzur Project - Arab young adults center	\$ 23,598	08/01/2015

STATEMENT C

EXPENDITURE RESPONSIBILITY STATEMENT
2014 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2014	Report Date Received
Elem - Youth in Distress in Israel	12/01/2014	\$ 100,000	Supporting the 2015 activity of the outreach vans		
Essence of Life		\$ 2,226,501	Payments based on budget	\$ 2,226,501	2014
Foundation for the Benefit of Holocaust Victims	12/01/2014	\$ 100,000	1st payment of a 5 year pledge to support the Foundation for the Benefit of Holocaust Victims		
Friends of Assaf Harofeh Medical Center	12/01/2014	\$ 118,000	Last payment for the Ted Anson Orthopedic Scholarship	501C3 ORG	
Friends of Carmel medical Center - Haifa	03/01/2014	\$ 145,000	Supporting the completion of the Pergola by childrens ward roof yard	501C3 ORG	
Friends of Sheba Medical Ctr Tel Hashomer	12/12/2014	\$ 100,000	Financing 4 Intergrative Medicine Therapists at Tal Center for a year	501C3 ORG	
Friends of Tel Aviv University	12/12/2014	\$ 40,000	1st Payment of 3 to support the 2015 activity of the TA Airborne Allergen Monitoring Lab		
George Mason University Foundation, Inc	12/12/2014	\$ 500,000	George Mason University	\$ 500,000	2014
Goodnet		\$ 1,082,450	Goodnet	\$ 1,082,450	
Greater Miami Jewish Federation	05/01/2014	\$ 1,000,000	4th of 5 payments	\$ 1,000,000	2014
Hakaren Lepituah Mirkaz Rafui Haemer	12/29/2014	\$ 35,000	Purchasing a "Graffe OmniBed"		
Hapoel Osishkin	02/01/2014	\$ 20,000	Supporting the "Red basketball Project" in 2014-2015		
Haverim Le Refua	12/12/2014	\$ 100,000	Supporting the organization activity	501C3 ORG	
Hebrew University of Jerusalem	04/07/2014	\$ 5,000	Supporting the "Ross Sectors Partnership" Conference	\$ 5,000	08/09/2015
Hiburim	12/12/2014	\$ 30,000	Supporting the Bustan Hagalil Employment and Activity Center for people with special needs		
Isha L'isha - Haifa Feminist Center	12/12/2014	\$ 37,500	Supporting the Organization activity for a year - Population in Distress		
Jewish Funders Network	03/31/2014	\$ 15,000	2014 Membership	501C3 ORG	
Jewish Funders Network	03/31/2014	\$ 34,494	Support for Miami conference	501C3 ORG	

STATEMENT C

EXPENDITURE RESPONSIBILITY STATEMENT
2014 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2014	Report Date Received
Jewish Funders Network	10/31/2014	\$ 105,000	3rd year of support for the development of the JFN's Israel Office	501C3 ORG	
Kanot	12/12/2014	\$ 68,397	Supporting the "Student in Uniform - Police Student Program for Youth at Risk" project		
Keren Museum Rubin	12/12/2014	\$ 35,072	Financing the "Rubin" Comes to Visit' project - Intro to Art Class		
Matan Your Way To Give	05/30/2014	\$ 150,000	Special Grant	\$ 150,000	7.6.2015
Matan Your Way To Give	11/01/2014	\$ 5,000	2014 Membership fee	\$ 5,000	7.6.2015
Merchavim	07/01/2014	\$ 43,000	1 of 2 payments supporting the 2014-2015 Activity of Art Kulanana Project	\$ 2,983	21.6.2015
Migdal-Ohr	07/01/2014	\$ 33,000	Emergency Fund Relief		
Milbat A Non-Profit Organization	07/01/2014	\$ 67,000	Emergency Aid		
Milbat A Non-Profit Organization	12/12/2014	\$ 70,000	Per a renewed contract signed on Nov, 2014 allocated specifically for the "Migbala Ielo Hagbala		
Moran Choir	11/04/2014	\$ 13,300	Advance for the Construction Plan	\$ 13,300	2014
Natal	07/01/2014	\$ 30,000	Supporting mobile clinic unit in Southern Israel		
Oleh Records	03/31/2014	\$ 20,000	Supporting the "Tune In" Event	\$ 20,000	07/07/1905
PEF, Israel Endowment Funds		\$ 1,000,675	14 Israeli Organizations	501C3 ORG	
Prisoner Rehabilitation Authority	08/31/2014	\$ 48,000	2nd payment out of 4 to support "Olot Al Hagal"		
Prisoner Rehabilitation Authority	12/01/2014	\$ 52,000	3rd payment of 4 (Olot Al Hagal Project)		
Ruach Tova		\$ 4,804,200	Payments based on budget	\$ 4,804,200	2014
Saba Jack	12/12/2014	\$ 50,000	Financing the Grandpa Jack's Therapeutic Horse Riding Expansion Program		
Sesame Workshop	04/07/2014	\$ 100,000	Pledge to support The Treasure Hunt Project	501C3 ORG	

STATEMENT C

EXPENDITURE RESPONSIBILITY STATEMENT
2014 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2014	Report Date Received
Shahaf Foundation	10/31/2014	\$ 150,000	1st payment of a 3 year pledge to support Shahaf communities		
Shalva-The Association for the Mentally & Sheatufim	12/01/2014	\$ 100,000	Supporting the New Shalva National Center		
Special Olympics Israel	07/01/2014	\$ 150,000	Payment to support National Civic Forum		
Grants to Individuals	12/01/2014	\$ 50,000	2 of 3 year pledge to support activity in 2014-2016		
Tel Aviv Educational & Culture Co		\$ 850,000	Payments based on budget	\$ 850,000	2014
The American Committee for the Tel Aviv	12/01/2014	\$ 66,820	Supporting the class exchange program for a year		
The American Jewish Distribution Comm	12/01/2014	\$ 68,000	2nd of 3 payments supporting the Family & Parenting Center		
The Center for Young Art Public	12/01/2014	\$ 100,000	Supporting the "Friending Model"		
The Fund for Development & Promotion LTD		\$ 868,341	Payments based on budget	\$ 868,341	2014
The Hebrew University of Jerusalem	06/30/2014	\$ 15,000	Medical clown at Yoseftal Hospital in Eilat		
The Hebrew University of Jerusalem	12/12/2014	\$ 73,355	Supporting the "Generations" project		
The Hebrew University of Jerusalem	12/01/2014	\$ 5,000	Supporting the March 2015 conference at The Center for the Study of Philanthropy in Israel		
The Interdisciplinary Ctr Herzelia	05/15/2014	\$ 40,603	5th payment for research and promotion of SA Awareness Center	\$ 40,603	2014
The Interdisciplinary Ctr Herzelia	12/12/2014	\$ 750,000	7th payment for the GMBA Program	\$ 750,000	2014
The Israel Center for Human Dignity	12/01/2014	\$ 61,000	Supporting the 2015 activity for establishing a dignity based environment at school		
The Israeli Opera Tel Aviv	04/30/2014	\$ 100,000	Supporting education program to familianze children with the Arts		
The Oath project Incorporated	01/01/2014	\$ 119,388	Donation	\$ 119,388	2014
The Spint of Israel	02/01/2014	\$ 30,000	Supporting the 2014 activity of the public forum		

STATEMENT C

EXPENDITURE RESPONSIBILITY STATEMENT
2014 YEAR

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

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2014	Report Date Received
The Tel Aviv Sexual Assault Crisis Center	12/01/2014	\$ 74,600	Supporting the 2015 activity of the joint project in Bnei Brak	\$ 17,184	6.28.2015
The Train Theatre	12/12/2014	\$ 32,360	Supporting the Sabuba Program Theatre Group		
University of Miami	05/15/2014	\$ 100,000	Payment	\$ 100,000	2014
Variety Israel	12/12/2014	\$ 70,000	Supporting physiotherapy for children in need		
Yad Vashem	01/01/2014	\$ 100,000	3rd payment out of 3	\$ 28,900	7.9.2015

\$19,686,888

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	Amount Expended 2014	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	Financing design for AHVA Publishing			\$1,414	2015
AMBI - The Israel Stuttering Association	12/16/2013	\$7,400 00	Empowering stuttering youngsters in Israel			\$7,400	12 25 2014
America Israel Cultural Foundation	03/01/2013	\$500,000 00	5 yr pledge for supporting the organizations activity in 2011-2012 (4 of)	501C3 ORG	501C3 ORG	501C3 ORG	
American Associated Ben Gurion University	07/11/2013	\$100,000 00	Supporting the 2013-2014 activity of the Kidumatika	501C3 ORG	501C3 ORG	501C3 ORG	
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 Assistance 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 Arson	\$38,716		501C3 ORG	
American Friends of Yedidim	07/11/2013	\$39,213 00	Prevention Program for Immigrant Girls in Distress	\$4,972		501C3 ORG	
Amutat Al Lekidum Tochmiyot Lenoarbakeh	12/16/2013	\$17,375 00	Financing 2 workshops for a year			\$12,181	12 14 2014
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			\$242,198	2014
Athana Fund	12/12/2013	\$150,000 00	1 of 3 year pledge (laptops for teachers program)			\$150,000	2 1 2015
Athnahta	07/11/2013	\$24,365 00	Financing Stipend - Provision of Basic Necessities Project				
Bait or Aviva	12/16/2013	\$36,900 00	Equipping the dual diagnosis unit at Ilanot			\$36,900	2 18 2015
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		
Beit Issie Shapiro	09/01/2013	\$30,000 00	1st payment of 3 year pledge			\$30,000	7 16 2014
Bishvil Hahaim	10/24/2013	\$25,000 00	Pledge to support the organizations support groups for families			\$25,000	07 01 2015
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	501C3 ORG	501C3 ORG	

STATEMENT D

**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	Amount Expended 2014	Report Date Received
Essence of Life	01/01/2013	\$2,000,641 00	Payments based on budget	\$990,000	2014	\$1,010,641	2014
Friends of Assaf Harofeh Medical Center	12/16/2013	\$118,000.00	Supporting the 5th year of 2 Orthopedic interns	501C3 ORG		501C3 ORG	
Friends of Macabbi	10/30/2013	\$35,000 00	Supporting the Macabbi Health Care Services	501C3 ORG		501C3 ORG	
George Mason University Foundation, Inc	11/18/2013	\$500,000 00	Improvement Grant	501C3 ORG		501C3 ORG	
Greater Miami Jewish Federation	10/15/2013	\$1,000,000 00	3 of 5 payments	501C3 ORG		501C3 ORG	
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		501C3 ORG	
Isra.I.s. The Israel A.L.S. Research Asso	12/16/2013	\$65,000 00	Support program for the children of ALS patients	501C3 ORG		501C3 ORG	
Israel Cancer Association, USA	12/16/2013	\$100,000 00	Supporting the Hospice Project			\$100,000	10 2014
Jewish Funders Network	02/19/2013	\$255,506 00	Support of the development of the JFN's Israel Office	501C3 ORG		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			\$70,000	2014
Natal	02/19/2013	\$51,420 00	Financing therapies for 60 children in the south of Israel			\$51,420	2014
Neenman Stroke Survivors	12/16/2013	\$100,783 00	Supporting the organization activity			\$54,161	12 25 2014
Nimi Czopp	12/16/2013	\$23,684 00	Supporting the project "A Voice from the Past"			\$23,684	12 25 2014
Ohel Sarah Institute	12/16/2013	\$53,000.00	Establishing a therapeutic exercise facility				
Or Yarak Association	07/11/2013	\$76,676 00	Nehiga Bemivchan - Driving Under the Provision Project			\$73,489	12 25 2014
Goodnet		\$707,781 00		\$707,781			
PEF, Israel Endowment Funds		\$1,784,348 00	8 Organizations	501C3 ORG		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			

STATEMENT D

**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	Amount Expended 2014	Report Date Received
Sesame Workshop	12/12/2013	\$100,000 00	Pledge to support The Treasure Hunt Project	501C3 ORG	501C3 ORG		
Shahaf Foundation	11/06/2013	\$50,000 00	3 of 3 payments - Shahaf communities			\$50,000	2014
Shalhevet Association	07/11/2013	\$9,570 00	Financing acquisition of new equipment for the Elderly Health & Fitness Club	\$9,570	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			\$16,727	2014
Special Olympics Israel	12/02/2013	\$50,000 00	3 year pledge 2014-2016			\$50,000	11 25 2014
Grants to Individuals		\$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				
The American Jewish Distribution Comm.	08/01/2013	\$50,000 00	2 of 2 pleadage to support the "Friending" model	501C3 ORG	501C3 ORG		
The Center for Young Art Public		\$1,034,666 00	Payments based on budget	\$780,000	2014	\$254,666	2014
The College of Saknin	07/11/2013	\$100,000 00	Treatment of Learning Disabilities Project			\$56,254	4 23 2014
The Interdisciplinary Ctr Herzelia	11/18/2013	\$750,000 00	6th payment for the GMBA Program			\$750,000	2014
Topaz-The well being of Children & Youth	12/09/2013	\$50,000 00	Relief aid to the Philippines				
Trustee of Rotari Club of Lod Fellowship	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	501C3 ORG	501C3 ORG		
Yad Vashem	02/01/2013	\$100,000 00	2nd of 3 year pledge for support of the Training program for Teachers from the			\$100,000	10 21 2014

\$18,669,256

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.

**EXPENDITURE RESPONSIBILITY STATEMENT
2012 YEAR**

FORM 990-PF, PART VII-B, LINE 50 - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Date Awarded	Grant Amount	Grant Purpose	Notes	Amount Expended 2012	Report Date Received	Amount Expended 2013	Report Date Received	Amount Expended 2014	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 pledge for supporting the organizations activity in 2011-2012 (3 of	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	\$1,456	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 development	See note 1	\$14,609	5 29 2013			\$33,391	4 10 2014
Assoc of the Deaf in Israel	12/01/2012	\$28,800 00	Supporting the "Video Communications Center for the Deaf"	See note 1					\$28,000	2014
Association for Change In Education	12/19/2012	\$121,099 00	3rd payment out of a 3 year pledge (Kazir Foundation)	See note 1						
Athens Fund	05/16/2012	\$100,000 00	2 of 3 pledge (Laptops for teachers program)	See note 1	\$44,430	3 17 2013				
Baderesh El - Bateva School	12/01/2012	\$50,000 00	Supporting the integration of multiple complicated learning disabilities with	See note 1	\$29,657	7 11 2013	\$20,343	2 24 2013		
Be - Atzmi	525 08/12- 118,391\$ 12	\$563,526 00	Supporting "Empowerment for Employment" Program - A joint	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						
Beit 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	See note 1					\$25,000	2014
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 Harodish Medical Center	08/01/2012	\$118,000 00	Supporting the 4th year of 2 Orthopedic interns	See note 1	\$118,000	1 28 2013				
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					\$89,707	7 16 0214
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	Supporting the activities of the Netivot Center	See note 1			\$65,316	7 11 2013		
Glaop - Gasher Le'aava and Puhot	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					

STATEMENT E

**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	Amount Expended 2014	Report Date Received
Gvanim Association	11/26/2012	\$68,950 00	Emergency Aid	See note 1	\$55,359	8 1 2013			\$13,591	2014
Hammoota Lepitook Shirootey Revaha Blood	12/01/2012	\$51,250 00	Supporting the day care for the disabled infants activity	See note 1					\$14,273	2014
Hapoel Oshikhun	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					\$20,000	2014
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					
Knaftayim 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 About 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 Wilderness 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 & elderly people	See note 1	\$22,065	6 18 2013				
Milbat A Non-Profit Organization	11/26/2012	\$70,000 00	Migbala Ielo 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"	See note 1					\$32,300	8 11 2014
PEF, Israel Endowment Funds	10/01/2012	\$1,250,491 00	See attached	See note 1	501(c)(3) charities					
Ruach Tova	31/01/2012 - 788,125\$	\$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 15th & 2nd payment of 3 year pledge to support Shahaf communities	See note 1	501(c)(3) charities					
Shahaf Foundation	10/01/2012	\$50,000 00	General Support	See note 1	\$50,000	8 4 2013				
Shanti House	12/31/2012	\$50,000 00	2nd payment to support National Civic Forum	See note 1	\$50,000		\$100,000	11 28 2013		
Shestufim	11/26/2012	\$100,000 00	See attached	See note 1	\$717,000					
Grants to Individuals	01/12 - \$600,000 02/2012 - \$60,000	\$717,000 00	Payments based on budget	See note 1	\$427,903					
GoodNet	See Back-up Tab	\$427,903 00	3rd and last payment. Supporting the national program for kids with special 1st of 2 year pledge to support the "Friendship" model	See note 1	\$30,000	2012				
The American Friends of belt Issie Shapir	02/28/2012	\$30,000 00	Supporting the international conference of "Cross Border Giving"	See note 1	\$25,000	8 4 2013	\$25,000	2013		
The American Jewish Joint Distribution..	06/18/2012	\$50,000 00	Payments based on budget	See note 1	\$1,006,741					
The Center for Young Art Public	01/12 - 600,000\$ 08/12 - 300,000\$	\$1,006,741 00	Supporting the international conference of "Cross Border Giving"	See note 1					\$5,000	9 8 2015
The Hebrew University of Jerusalem	12/31/2012	\$5,000 00	5rd payment for the GNBA program Awareness Concept	See note 1	\$750,000	8 2012				
The Interdisciplinary Ctr Herzella	12/26/2012	\$750,000 00		See note 1						

STATEMENT E

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	Amount Expended 2014	Report Date Received
The Interdisciplinary Ctr Herzelia	11/26/2012	\$250,000 00	1st payment for the research and promotion of the Communication Supporting the "Pedagogic Training project"	See note 1	\$250,000	8 2012				
The Tel Aviv Education & Cultural Co	12/31/2012	\$72,500 00	Last payment for the Conservatory Building	See note 1	\$350,000	12 12			\$72,500	7 16 2014
The Tel Aviv Foundation	09/27/2012	\$350,000 00	Supporting the "Big Brother Project"	See note 1					\$39,973	6 28 2014
Tilva Umarpe Org	12/01/2012	\$37,973 00	Payment	See note 1	501(c)(3) charities					
University of Miami	10/17/2012	\$100,000 00	Supporting "open space"	See note 1					\$27,000	3 18 2015
Women's Courtyard	12/31/2012	\$27,000 00	1st payment out of a 3 year pledge	See note 1						
Yad Vashem	02/28/2012	\$100,000 00		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 E