OVDI FAQ #18 AMENDED

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2007

For calendar year 2007, or tax year beginning , 2007, and ending

G Check all that apply: [ ] Initial return [ ] Final return [X] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: DANCING TIDES FOUNDATION, INC.

A Employer identification number: 01-0553351

Number and street (or P.O. box number if mail is not delivered to street address): C/O FLSV LLP 1475 FRANKLIN AVENUE ATTN: SETH STARR

Room/suite:

B Telephone number (see page 10 of the instructions): (516) 874-8800 EXT 8835

City or town, state, and ZIP code: GARDEN CITY, NY 11530

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation

[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 24,185,607.

J Accounting method: [X] 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 page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	4,700,000.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	25.	25.	NONE	STMT 1
	4 Dividends and interest from securities	2,053.	2,053.	NONE	STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	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)				
	12 Total. Add lines 1 through 11	4,702,078.	2,078.	NONE	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	NONE			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 3	167.	NONE	NONE	167.
	b Accounting fees (attach schedule) STMT 4	1,625.	NONE	NONE	1,625.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 5	42.	NONE	NONE	42.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,834.	NONE	NONE	1,834.
	25 Contributions, gifts, grants paid	1,170,500.			1,170,500.
	26 Total expenses and disbursements. Add lines 24 and 25	1,172,334.	NONE	NONE	1,172,334.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	3,529,744.			
	b Net investment income (if negative, enter -0-)		2,078.		
	c Adjusted net income (if negative, enter -0-)			NONE	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	99,828.	129,572.	129,572.
	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 page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ STMT 6)	13,031,926.	16,531,926.	24,056,035.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,131,754.	16,661,498.	24,185,607.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
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			
	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	13,131,754.	16,661,498.	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	13,131,754.	16,661,498.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	13,131,754.	16,661,498.	

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	13,131,754.
2 Enter amount from Part I, line 27a	2	3,529,744.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	16,661,498.
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	16,661,498.

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				
b				
c				
d				
e				

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

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

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

2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2

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 pages 13 and 17 of the instructions).
If (loss), enter -0- in Part I, line 8. 3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2006	914,836.	14,430,747.	0.063395
2005	647,143.	12,261,436.	0.052779
2004	470,701.	11,263,412.	0.041790
2003	226,089.	5,638,584.	0.040097
2002	251,950.	3,338,679.	0.075464

2	**Total** of line 1, column (d)	2	0.273525
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	0.054705
4	Enter the net value of noncharitable-use assets for 2007 from Part X, line 5	4	20,872,410.
5	Multiply line 4 by line 3	5	1,141,825.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	21.
7	Add lines 5 and 6	7	1,141,846.
8	Enter qualifying distributions from Part XII, line 4	8	1,172,334.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling letter: __________ (attach copy of ruling letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	21.
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	21.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	21.
6	Credits/Payments:			
a	2007 estimated tax payments and 2006 overpayment credited to 2007	6a		
b	Exempt foreign organizations-tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	NONE
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** SEE STATEMENT 7 ▶		9	22.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2008 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. ▶ $ ________ (2) On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the organization 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	N/A	
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 page 19 of the instructions) ▶ NJ,			
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 2007 or the taxable year beginning in 2007 (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* SEE STATEMENT 8	10	X	

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

			Yes	No
11a	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 page 20 of the instructions)	11a		X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	11b	N/A	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PETER MULLER Telephone no. ▶ 516-874-8800

Located at ▶ 68 COMPO MILL COVE WESTPORT, CT ZIP + 4 ▶ 06880-6612

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here . . . N/A . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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 page 22 of the instructions)?			1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2007?			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 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007?	☐ 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 page 22 of the instructions.)			2b		X
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 2007 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 2007.)*			3b	N/A	
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 2007?			4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?		5b	N/A
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 you answered "Yes" to 6b, also 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	X

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 page 23 of the 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
SEE STATEMENT 9		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 ▶ NONE

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ NONE

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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	NONE
b	Average of monthly cash balances	1b	44,651.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	21,145,613.
d	**Total** (add lines 1a, b, and c)	1d	21,190,264.
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	NONE
3	Subtract line 2 from line 1d	3	21,190,264.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	317,854.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,872,410.
6	**Minimum investment return.** Enter 5% of line 5	6	1,043,621.

Part XI Distributable Amount (see page 25 of the 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	1,043,621.
2a	Tax on investment income for 2007 from Part VI, line 5	2a	21.		
b	Income tax for 2007. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	21.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,043,600.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,043,600.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,043,600.

Part XII Qualifying Distributions (see page 26 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,172,334.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,172,334.
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 page 26 of the instructions)	5	21.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,172,313.

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

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1	Distributable amount for 2007 from Part XI, line 7				1,043,600.
2	Undistributed income, if any, as of the end of 2006:				
a	Enter amount for 2006 only				
b	Total for prior years: ____,____,____				
3	Excess distributions carryover, if any, to 2007:				
a	From 2002 ..... 10,535.				
b	From 2003 ..... 9,484.				
c	From 2004				
d	From 2005 ..... 34,071.				
e	From 2006 ..... 193,300.				
f	Total of lines 3a through e	247,390.			
4	Qualifying distributions for 2007 from Part XII, line 4: ▶ $ 1,172,334.				
a	Applied to 2006, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 27 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 27 of the instructions)				
d	Applied to 2007 distributable amount				1,043,600.
e	Remaining amount distributed out of corpus	128,734.			
5	Excess distributions carryover applied to 2007 *(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	376,124.			
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 page 27 of the instructions				
e	Undistributed income for 2006. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2007. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions)	10,535.			
9	**Excess distributions carryover to 2008.** Subtract lines 7 and 8 from line 6a	365,589.			
10	Analysis of line 9:				
a	Excess from 2003 ... 9,484.				
b	Excess from 2004 ...				
c	Excess from 2005 ... 34,071.				
d	Excess from 2006 ... 193,300.				
e	Excess from 2007 ... 128,734.				

Part XIV Private Operating Foundations (see page 27 of the 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 2007, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the 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).)

SEE STATEMENT 10

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 ▶ [X] 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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*				
SEE STATEMENT 11				
Total . . . . . . ▶ 3a				1,170,500.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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			14	25.	
4 Dividends and interest from securities			14	2,053.	
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					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)				2,078.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 2,078.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date: 3/1/14 — Title: Trustee

Paid Preparer's Use Only

Preparer's signature	Date: 3/7/14	Check if self-employed ☐	Preparer's SSN or PTIN (See Signature on page 30 of the instructions.) P00254301
Firm's name (or yours if self-employed), address, and ZIP code	FRANKEL LOUGHRAN STARR & VALLONE 1475 FRANKLIN AVENUE GARDEN CITY, NY 11530		EIN ▶ 13-3850905 Phone no. 516-874-8800

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

Schedule of Contributors

Supplementary Information for line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No. 1545-0047

2007

Name of organization	Employer identification number
DANCING TIDES FOUNDATION, INC.	01-0553351

Organization type (check one):

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

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

General Rule -

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

Special Rules -

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

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

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

Caution: *Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they* **must** *check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).*

Name of organization: DANCING TIDES FOUNDATION, INC.

Employer identification number: 01-0553351

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	PETER MULLER 68 COMPO MILL COVE WESTPORT, CT 06880	$ 3,500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	PETER MULLER 68 COMPO MILL COVE WESTPORT, CT 06880	$ 1,200,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
MORGAN STANLEY	25.	25.	NONE
TOTAL	25.	25.	NONE

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
SHORT TERM INCOME FUND	1,499.	1,499.	NONE
DAILY INCOME FUND MONEY MARKET	554.	554.	NONE
TOTAL	2,053.	2,053.	NONE

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FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	167.	NONE	NONE	167.
TOTALS	167.	NONE	NONE	167.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	1,625.	NONE	NONE	1,625.
TOTALS	1,625.	NONE	NONE	1,625.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
NJ FILING FEE	30.	NONE	NONE	30.
BANK CHARGES	12.	NONE	NONE	12.
TOTALS	42.	NONE	NONE	42.

DANCING TIDES FOUNDATION, INC. 01-0553351

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CHALKSTREAM		13,031,926.	16,531,926.	24,056,035.
	TOTALS	13,031,926.	16,531,926.	24,056,035.

FORM 990PF - COMPUTATION OF PENALTIES AND INTEREST

END OF FISCAL/CALENDAR YEAR	12/31/2007
DATE RETURN IS DUE IF ON EXTENSION	
DATE RETURN WILL BE RECEIVED BY THE IRS	11/15/2008
NUMBER OF DAYS RETURN IS LATE	184
NUMBER OF MONTHS RETURN IS LATE	
LATE FILING PENALTY	
LATE PAYMENT PENALTY	
INTEREST	1.
TOTAL PENALTIES AND INTEREST	1.

DANCING TIDES FOUNDATION, INC. 01-0553351

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
PETER MULLER 68 COMPO MILL COVE WESTPORT, CT 06880	01/12/2007	3,500,000.
PETER MULLER 68 COMPO MILL COVE WESTPORT, CT 06880	12/24/2007	1,200,000.
TOTAL CONTRIBUTION AMOUNTS		4,700,000.

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DANCING TIDES FOUNDATION, INC. 01-0553351

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
PETER MULLER 68 COMPO MILL COVE WESTPORT, CT 06880	TRUSTEE	NONE	NONE
SETH STARR CO FRANKEL LOUGHRAN STARR & VALLONE 1475 FRANKLIN AVENUE GARDEN CITY, NY 11530	TRUSTEE	NONE	NONE
NATHAN E. ARNELL 75 MAIN STREET, SUITE 203 MILLBURN, NJ 07041	TRUSTEE	NONE	NONE
	GRAND TOTALS	NONE	NONE

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS
==

PETER MULLER
68 COMPO MILL COVE
WESTPORT, CT 06680-6612

STATEMENT 10

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ROBIN HOOD FOUNDATION 826 BROADWAY, 7TH FLOOR NEW YORK, NY 10003	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	600,000.
FIRST 6 METROTECH CENTER BROOKLYN, NY 11201	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
DOE FUND 232 EAST 84TH STREET NEW YORK, NY 10028	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	25,000.
FAMILY & CHILDREN'S AGENCY, INC. 9 MOTT AVENUE NORWALK, CT 06850	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
A LEG TO STAND ON 267 FIFTH AVENUE, SUITE 301 NEW YORK, NY 10016	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,000.
PRINCETON UNIVERSITY PRINCETON, NJ 08544	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
SALMON RIVER RESTORATION COUNCIL PO BOX 1089 SAWYERS BAR, CA 96027	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.

DANCING TIDES FOUNDATION, INC. 01-0553351

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VALLEY FLOOR PRESERVATION PO BOX 202 TELLURIDE, CO 81435	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	50,000.
FSEEE PO BOX 11615 EUGENE, OR 97440	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000.
ENDANGERED HABITATS LEAGUE 8424-A SANTA MONICA BLVD., #592 LOS ANGELES, CA 90069-4267	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	10,000.
ENVIRONMENTAL DEFENSE CENTER 906 GARDEN STREET SANTA BARBARA, CA 93101	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	25,000.
GROWING PLACES GARDEN PROJECT, INC PO BOX 237 HARVARD, MA 01451	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
LEVITT PAVILION BUSINESS OFFICE 260 SOUTH COMPO ROAD WESTPORT, CT 06880	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000.
TRUST FOR PUBLIC LAND 116 NEW MONTGOMERY ST., 4TH FLOOR SAN FRANCISCO, CA 94105	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	125,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRIENDS OF THE RIVER 915 20TH STREET SACRAMENTO, CA 95811	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	7,500.
THE HILLEL FOUNDATION 503 E. JOHN STREET CHAMPAIGN, IL 61820	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,000.
MATH FOR AMERICA 101 FIFTH AVENUE, 5TH FLOOR NEW YORK, NY 10003	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	75,000.
SANTA BARBARA HUMANE SOCIETY 5399 OVERPASS ROAD SANTA BARBARA, CA 93111	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
ASPETUCK LAND TRUST PO BOX 444 WESTPORT, CT 06880	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	7,500.
SURFRIDER FOUNDATION PO BOX 6010 SAN CLEMENTE, CA 92674-6010	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
HEAL THE BAY 1444 9TH STREET SANTA MONICA, CA 90401	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.

DANCING TIDES FOUNDATION, INC. 01-0553351

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEN O'CLOCK CLASSICS PO BOX 116 CITY ISLAND, NY 10464	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
MASSACHUSETTS GENERAL HOSPITAL 55 FRUIT STREET BOSTON, MA 02114-2622	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,500.
NATURAL RESOURCE DEFENSE CENTER 40 WEST 20TH STREET NEW YORK, NY 10011	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	20,000.
SANTA BARBARA FIREFIGHTERS ALLIANCE PO BOX 3776 SANTA BARBARA, CA 93130	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
NEVADA WILDERNESS PROJECT 8550 WHITE FIR ST RENO, NV 89523	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	4,000.
SOUNDKEEPERS:LONG ISLAND SOUND WESTPORT, CT 06881	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	7,500.
FRIENDS OF SHERWOOD ISLAND PO BOX 544 WESTPORT, CT 06881	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,500.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SANTA BARBARA CITY SEARCH SANTA BARBARA, CA	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
PROSPECT FOUNDATION 1603 ORRINGTON AVE STE 1880 EVANSTON, IL 60201	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
OJAI VALLEY LAND CONSERVANCY PO BOX 1092 OJAI, CA 93024	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
RAPTOR CENTER 1920 FITCH AVENUE ST.PAUL, MN 55108	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,500.
BUILDING WITH BOOKS PO BOX 16741 STAMFORD, CT 06905	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
KEEPERS RI: SAVE THE BAY 100 SAVE THE BAY DRIVE PROVIDENCE, RI 02905	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,500.
SURFRIDER KAUAI KAUAI, HI	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,500.

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DANCING TIDES FOUNDATION, INC. 01-0553351

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRAMEEN FOUNDATION 50 F ST. NW, 8TH FLOOR WASHINGTON, DC 20001	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	7,500.
DOCTORS SAN FRONTIERS NEW YORK, NY 10001	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	20,000.
ROOM TO READ 111 SUTTER STREET 16TH FLOOR SAN FRANCISCO, CA 94104	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,500.
VH1 SAVE THE MUSIC FOUNDATION 1633 BROADWAY 11TH FLOOR NEW YORK, NY 10019	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
CONNECTICUT FUND FOR THE ENVIRONMENT 205 WHITNEY AVENUE NEW HAVEN, CT 06511-3725	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
PENINSULA OPEN SPACE TRUST 3000 SAND HILL ROAD, BUILDING 1, SUITE 155 MENLO PARK, CA 94025	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,500.
NORWALK EDUCATION FOUNDATION 125 EAST AVENUE NORWALK, CT 06851	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WATERKEEPER ALLIANCE 50 S.BUCKHOUT, SUITE 302 IRVINGTON, NY 10533	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
THIRD STREET MUSIC SETTLEMENT 235 EAST 11TH STREET NEW YORK, NY 10003	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	10,000.
NEW PROFIT 2 CANAL PARK CAMBRIDGE, MA 02141	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	10,000.
MIND INSTITUTE 3631 S.HARBOR BLVD SUITE 200 SANTA ANA, CA 92704	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203-1606	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	10,000.
GRAND TETON NATIONAL PARK FOUNDATION PO BOX 249 MOOSE, WY 83012	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,500.
STUDENT CONSERVATION ASSOCIATION 689 RIVER ROAD PO BOX 550 CHARLESTOWN, NH 03603-0550	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SUSTAINABLE CONSERVATION 98 BATTERY STREET, SUITE 302 SAN FRANCISCO, CA 94111	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
CHARITY NAVIGATOR 1200 MACARTHUR BOULEVARD SECOND FLOOR MAHWAH, NJ 07430	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000.
CENTURION PRINCETON, NJ 08542	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,500.
P.S. 132 GARRETT A MORGAN 1245 WASHINGTON AVE BRONX, NY 10456	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000.
STOKED MENTORING 40 WEST 23RD STREET, 6TH FLOOR NEW YORK, NY 10010	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000.
GENERATION ENGAGE PRESIDENTIAL PLAZA; 900 19TH STREET, NW WASHINGTON, DC 20006	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	10,000.
AMERICA'S SECOND HARVEST 35 E. WACKER DRIVE, #2000 CHICAGO, IL 60601	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL COUNCIL ON ECONOMIC EDUCATION 1140 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
CITY HARVEST INC 575 EIGHTH AVENUE, 4TH FLOOR NEW YORK, NY 10018	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
		TOTAL CONTRIBUTIONS PAID	1,170,500.

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