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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

OMB No 1545-0052

2008

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

For calendar year 2008, or tax year beginning , 2008, and ending , 20

G Check all that apply: ☐ Initial return ☐ Final return ☒ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

DANCING TIDES FOUNDATION, INC.

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

City or town, state, and ZIP code

GARDEN CITY, NY 11530

A Employer identification number

01-0553351

B Telephone number (see page 10 of the instructions)

EXT 8835

(516) 874-8800

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: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end
of year (from Part II, col (c), line
16) \$ 18,779,437.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 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)
1 Contributions, gifts, grants, etc., received (attach schedule) Check ☐ if the foundation is not required to attach Sch. B.	5,430,000.			
2 Interest on savings and temporary cash investments	1,376.	1,376.		STMT 1
3 Dividends and interest from securities	930.	930.	NONE	STMT 2
4a Gross rents				
b Net rental income or (loss)				
5a 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				
10 a 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	5,432,306.	2,306.	NONE	
13 Compensation of officers, directors, trustees, etc.	NONE			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	10,255.	NONE	NONE	10,255.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	22.	NONE	NONE	NONE
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 5	151.	NONE	NONE	151.
24 Total operating and administrative expenses. Add lines 13 through 23	10,428.	NONE	NONE	10,406.
25 Contributions, gifts, grants paid	539,000.			539,000.
26 Total expenses and disbursements. Add lines 24 and 25	549,428.	NONE	NONE	549,406.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	4,882,878.			
b Net investment income (if negative, enter -0-)		2,306.		
c Adjusted net income (if negative, enter -0-)			NONE	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. ** STMT 4

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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	129,572.	6,451.	6,451.
	3 Accounts receivable	5,999.		
	Less allowance for doubtful accounts	NONE	5,999.	5,999.
	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 15 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			
	10 a 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)	16,531,926.	21,531,926.	18,766,987.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		16,661,498.	21,544,376.	18,779,437.
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	☐		
	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	16,661,498.	21,544,376.	
	30 Total net assets or fund balances (see page 17 of the instructions)	16,661,498.	21,544,376.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	16,661,498.	21,544,376.		

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	16,661,498.
2 Enter amount from Part I, line 27a	2	4,882,878.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	21,544,376.
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	21,544,376.

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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					
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) 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)			2		
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
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.					

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))
2007	1,172,313.	20,872,410.	0.056166
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
2 Total of line 1, column (d)			2 0.254227
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 0.050845
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 22,754,554.
5 Multiply line 4 by line 3			5 1,156,955.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 23.
7 Add lines 5 and 6			7 1,156,978.
8 Enter qualifying distributions from Part XII, line 4			8 549,406.

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)

1 a	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 ☐ and enter 1% of Part I, line 27b	1	46.
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	46.
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	46.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	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	9	46.
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 2009 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 page 19 of the instructions for definition)?		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?		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?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		
• By language in the governing instrument, or		
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		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	X	
8 a 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		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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses SEE STATEMENT 7	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)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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-PF 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 20 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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ 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 20 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 2008 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 2008)	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 2008?	4b	X

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

5 a 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 ☒ Nob 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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐

5b

N/A

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).

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If you answered "Yes" to 6b, also file Form 8870

6b

X

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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 22 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 8		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

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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 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 23 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	

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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	263,746.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	22,837,324.
d	Total (add lines 1a, b, and c)	1d	23,101,070.
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	23,101,070.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	346,516.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,754,554.
6	Minimum investment return. Enter 5% of line 5	6	1,137,728.

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	1,137,728.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	46.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	46.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,137,682.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,137,682.
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	1,137,682.

Part XII Qualifying Distributions (see page 25 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	549,406.
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	549,406.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	549,406.

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

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,137,682.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008:				
a From 2003				9,484.
b From 2004				
c From 2005				34,071.
d From 2006				193,300.
e From 2007				128,734.
f Total of lines 3a through e	365,589.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$				549,406.
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2008 distributable amount				549,406.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	365,589.			365,589.
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 page 27 of the instructions				
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009.				222,687.
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 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

Form 990-PF (2008)

JSA

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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 2008, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2008

(b) 2007

(c) 2006

(d) 2005

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 27 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 9

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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 10				
Total			▶ 3a	539,000.
b Approved for future payment				
Total			▶ 3b	

(e)
Related or exempt
function income
(See page 28 of
the instructions)

(See worksheet in line 13 instructions on page 28 to verify calculations)

Line No.	▼																																																																																							

NOT APPLICABLE

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

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

2008

Name of the organization

DANCING TIDES FOUNDATION, INC.

Employer identification number

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 (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. 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 answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their 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).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

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Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Page ____ of ____ of Part I

Name of organization **DANCING TIDES FOUNDATION, INC.**

Employer identification number

01-0553351

Part I Contributors (see 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	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	PETER MULLER 68 COMPO MILL COVE WESTPORT, CT 06880	\$ 2,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	PETER MULLER 68 COMPO MILL COVE WESTPORT, CT 06880	\$ 420,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
4	PETER MULLER 68 COMPO MILL COVE WESTPORT, CT 06880	\$ 3,000,000.	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
MORGAN STANLEY	1,376.	1,376.
TOTAL	1,376.	1,376.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----
DAILY INCOME FUND MONEY MARKET	930.	930.	NONE
	-----	-----	-----
TOTAL	930.	930.	NONE
	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
ACCOUNTING FEES	10,255.	NONE	NONE	10,255.
	-----	-----	-----	-----
TOTALS	10,255.	NONE	NONE	10,255.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
INTERNAL REVENUE SERVICE	22.	NONE	NONE	NONE
	-----	-----	-----	-----
TOTALS	22.	NONE	NONE	NONE
	=====	=====	=====	=====

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	121.	NONE	NONE	121.
	151.	NONE	NONE	151.
	=====	=====	=====	=====
TOTALS				

DANCING TIDES FOUNDATION, INC.

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
CHALKSTREAM INVESTMENT FUND	16,531,926. -----	21,531,926. -----	18,766,987. -----
TOTALS	16,531,926. =====	21,531,926. =====	18,766,987. =====

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	02/13/2008	10,000.
PETER MULLER 68 COMPO MILL COVE WESTPORT, CT 06880	04/30/2008	2,000,000.
PETER MULLER 68 COMPO MILL COVE WESTPORT, CT 06880	12/31/2008	420,000.
PETER MULLER 68 COMPO MILL COVE WESTPORT, CT 06880	12/01/2008	3,000,000.
TOTAL CONTRIBUTION AMOUNTS		5,430,000.

DANCING TIDES FOUNDATION, INC.

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	EXPENSE ACCT AND OTHER ALLOWANCES
PETER MULLER 68 COMPO MILL COVE WESTPORT, CT 06880	TRUSTEE	NONE	NONE	NONE
SETH STARR CO FRANKEL LOUGHRAN STARR & VALLONE 1475 FRANKLIN AVENUE GARDEN CITY, NY 11530	TRUSTEE	NONE	NONE	NONE
NATHAN E. ARNELL 75 MAIN STREET, SUITE 203 MILLBURN, NJ 07041	TRUSTEE	NONE	NONE	NONE
GRAND TOTALS				
		NONE	NONE	NONE

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

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

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DANCING TIDES FOUNDATION, INC.

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

=====

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

ROBIN HOOD FOUNDATION
826 BROADWAY, 7TH FLOOR
NEW YORK, NY 10003

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

250,000.

FIRST
6 METROTECH CENTER
BROOKLYN, NY 11201

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

2,500.

DOE FUND
232 EAST 84TH STREET
NEW YORK, NY 10028

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

7,500.

THE ARIZONA GOLDEN RETRIEVER ASSOCIATION
PO BOX 26678
SCOTTSDALE, AZ 85255

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

1,000.

EAST VILLAGE COMMUNITY COALITION
143 AVENUE B - SIMPLEX
NEW YORK, NY 10009

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

5,000.

PRINCETON UNIVERSITY
350 ALEXANDER STREET
PRINCETON, NJ 08544

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

1,000.

ASPCA
424 EAST 92ND STREET
NEW YORK, NY 10128

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

2,500.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

CHILDREN'S HOSPITAL FOUNDATION OF PHILADELPHIA
PO BOX 827790
PHILADELPHIA, PA 19182

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

20,000.

CREDIT WHERE CREDIT IS DUE, INC
4211 BROADWAY
NEW YORK, NY 10033

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

2,000.

HEAL THE OCEAN
PO BOX 90106
SANTA BARBARA, CA 93190

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

1,000.

ENVIRONMENTAL DEFENSE CENTER
906 GARDEN STREET
SANTA BARBARA, CA 93101

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

10,000.

GROWING PLACES GARDEN PROJECT, INC
PO BOX 237
HARVARD, MA 01451

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

5,000.

LOTUSLAND FOUNDATION
695 ASHLEY ROAD
SANTA BARBARA, CA 93108

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

65,000.

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

=====

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

FRIENDS OF THE RIVER
915 20TH STREET
SACRAMENTO, CA 95811NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

2,500.

PENTAGON FEDERAL CREDIT UNION FOUNDATION
2930 EISENHOWER AVENUE
ALEXANDRIA, VA 22314NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

1,000.

MATH FOR AMERICA
101 FIFTH AVENUE, 5TH FLOOR
NEW YORK, NY 10003NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

60,000.

SANTA BARBARA COTTAGE CHILDREN'S HOSPITAL
PO BOX 689
SANTA BARBARA, CA 93102NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

2,500.

ASPETUCK LAND TRUST
PO BOX 444
WESTPORT, CT 06880NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

2,000.

SURFRIDER FOUNDATION
PO BOX 6010
SAN CLEMENTE, CA 92674-6010NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

2,000.

HEAL THE BAY
1444 9TH STREET
SANTA MONICA, CA 90401NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

2,000.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

TEN O' CLOCK CLASSICS
PO BOX 116
CITY ISLAND, NY 10464

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

6,000.

SCHOLARSHIP FOUNDATION OF SANTA BARBARA
2253 LAS POSITAS ROAD
SANTA BARBARA, CA 93105

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

2,500.

NATURAL RESOURCE DEFENSE CENTER
40 WEST 20TH STREET
NEW YORK, NY 10011

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

15,000.

ST. JUDE CHILDREN'S RESEARCH HOSPITAL
501 ST. JUDE PLACE
MEMPHIS, TN 38105

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

2,500.

TEACH FOR AMERICA
315 WEST 36TH STREET
NEW YORK, NY 10018

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

2,500.

SOUNDKEEPERS: LONG ISLAND SOUND
WESTPORT, CT 06881

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

1,000.

FRIENDS OF SHERWOOD ISLAND
PO BOX 544
WESTPORT, CT 06881

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

1,000.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

WIKIPEDIA FOUNDATION INC
PO BOX 919227
ORLANDO, FL 32891

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

500.

OJAI VALLEY LAND CONSERVANCY
PO BOX 1092
OJAI, CA 93024

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

1,000.

BUILDING WITH BOOKS
PO BOX 16741
STAMFORD, CT 06905

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

2,500.

SURFRIDER KAUAI
PO BOX 936
KILAUEA, HI 96754

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

1,000.

GRAMEEN FOUNDATION
50 F ST. NW, 8TH FLOOR
WASHINGTON, DC 20001

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

2,500.

DOCTORS WITHOUT BORDERS USA INC
333 SEVENTH AVENUE, 2ND FLOOR
NEW YORK, NY 10001

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

10,000.

ROOM TO READ
111 SUTTER STREET 16TH FLOOR
SAN FRANCISCO, CA 94104

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

1,000.

DANCING TIDES FOUNDATION, INC.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

VH1 SAVE THE MUSIC FOUNDATION
1633 BROADWAY 11TH FLOOR
NEW YORK, NY 10019

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

2,500.

CONNECTICUT FUND FOR THE ENVIRONMENT
205 WHITNEY AVENUE
NEW HAVEN, CT 06511-3725

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

2,500.

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

2,500.

NEW PROFIT
2 CANAL PARK
CAMBRIDGE, MA 02141

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

5,000.

GRAND TETON NATIONAL PARK FOUNDATION
PO BOX 249
MOOSE, WY 83012

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

1,000.

STUDENT CONSERVATION ASSOCIATION
689 RIVER ROAD PO BOX 550
CHARLESTOWN, NH 03603-0550

NONE
PUBLIC CHARITY

CHARITABLE CONTRIBUTION

2,500.

OVDI FAQ #18 01-0553351

DANCING TIDES FOUNDATION, INC.

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

=====

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	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	1,000.
CHARITY NAVIGATOR 1200 MACARTHUR BOULEVARD SECOND FLOOR MAHWAH, NJ 07430	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	500.
AMERICA'S SECOND HARVEST 35 E. WACKER DRIVE, #2000 CHICAGO, IL 60601	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,500.
NATIONAL COUNCIL ON ECONOMIC EDUCATION 1140 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,000.
CITY HARVEST INC 575 EIGHTH AVENUE, 4TH FLOOR NEW YORK, NY 10018	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,500.
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
SUCCESS CHARTER NETWORK 34 WEST 118TH STREET, 2ND FLOOR NEW YORK, NY 10026	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	10,000.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

AMOUNT

PURPOSE OF GRANT OR CONTRIBUTION

TOTAL CONTRIBUTIONS PAID

539,000.