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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**

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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>The Sternlicht Family Foundation Inc</b>		<b>A</b> Employer identification number <b>26-0039094</b>
Number and street (or P O box number if mail is not delivered to street address) <b>Foundation Source 501 Silverside Rd</b>	Room/suite <b>123</b>	<b>B</b> Telephone number (see instructions) <b>(800) 839-1754</b>
City or town, state, and ZIP code <b>Wilmington DE 19809-1377</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 69,555,039</b>	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	13,878,550			
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	903,227	903,227		
	<b>5 a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	-545,414			
	<b>b</b> Gross sales price for all assets on line 6a <b>2,388,533</b>				
	<b>7</b> Capital gain net income (from Part IV, line 2)				
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10 a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	18,497	2,996			
<b>12 Total.</b> Add lines 1 through 11	14,254,860	906,223	0		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16 a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)				
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	23,712	7,876		
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	122,697	37,859		84,709
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	146,409	45,735	0	84,709
	<b>25</b> Contributions, gifts, grants paid	917,618			917,618
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,064,027	45,735	0	1,002,327	
<b>27 Subtract line 26 from line 12</b>					
<b>a</b> Excess of revenue over expenses and disbursements	13,190,833				
<b>b</b> Net investment income (if negative, enter -0-)		860,488			
<b>c</b> Adjusted net income (if negative, enter -0-)			0		

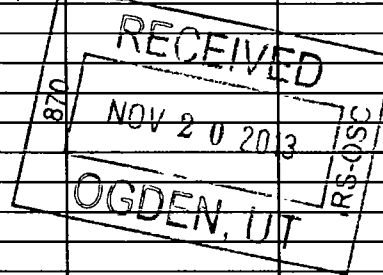
For Paperwork Reduction Act Notice, see instructions.

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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	10,383,293	4,450,483	4,450,483
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	10,572,970	18,675,606	23,325,933
	c Investments—corporate bonds (attach schedule)	3,840,816	14,874,052	14,025,841
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	19,801,633	19,789,404	27,752,782
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	44,598,712	57,789,545	69,555,039
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)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	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	44,598,712	57,789,545	
	30 Total net assets or fund balances (see instructions)	44,598,712	57,789,545	
	31 Total liabilities and net assets/fund balances (see instructions)	44,598,712	57,789,545	

## 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	44,598,712
2 Enter amount from Part I, line 27a	2	13,190,833
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	57,789,545
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	57,789,545

**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.)
<b>1a</b> Publicly-traded Securities				
<b>b</b> Passthrough K1 Capital Gain				
<b>c</b> RESERVOIR CAP OVERSEAS PTN LP - Distribution in Excess of Basis				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 2,375,533		2,972,247	-596,714	
<b>b</b>			38,536	
<b>c</b> 13,000			13,000	
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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))	
<b>a</b>			-596,714	
<b>b</b>			38,536	
<b>c</b>			13,000	
<b>d</b>				
<b>e</b>				
<b>2</b> Capital gain net income or (net capital loss) <span style="float:right">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>		<b>2</b>	-545,178	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 <span style="float:right">{ }</span>		<b>3</b>	0	

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

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

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

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

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

**1** Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	962,607	45,666,827	0.021079
2010	2,414,417	41,276,905	0.058493
2009	1,192,293	42,111,452	0.028313
2008	1,418,005	43,940,330	0.032271
2007	3,762,406	49,960,099	0.075308
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.215464
<b>3</b> 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			<b>3</b> 0.043093
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 54,246,559
<b>5</b> Multiply line 4 by line 3			<b>5</b> 2,337,647
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 8,605
<b>7</b> Add lines 5 and 6			<b>7</b> 2,346,252
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			<b>8</b> 1,002,327

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	17,210	
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	0	
3 Add lines 1 and 2		3	17,210	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	17,210	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	25,487		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	25,487		
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8			
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	0		
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	8,277		
11 Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	0		

**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 Instructions for the definition)? <i>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</i>		X
c Did the foundation file <b>Form 1120-POL</b> 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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 <b>Form 990-T</b> for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

<b>11</b>	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	<b>11</b>		X
<b>12</b>	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	<b>12</b>		X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	<b>13</b>	X	
<b>14</b>	The books are in care of ▶ <u>Foundation Source</u> Telephone no ▶ <u>(800) 839-1754</u> Located at ▶ <u>501 Silverside Road, Suite 123 Wilmington DE</u> ZIP+4 ▶ <u>19809-1377</u>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <b>15</b>			
<b>16</b>	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	<b>16</b>	Yes	No
				X

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

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

		Yes	No
<b>1a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	<b>1b</b>	N/A
<b>c</b>	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 2012?	<b>1c</b>	X
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 _____, 20 _____, 20 _____, 20 _____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions )	<b>2b</b>	N/A
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 _____, 20 _____, 20 _____, 20 _____		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
<b>b</b>	If "Yes," did it have excess business holdings in 2012 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 2012 )	<b>3b</b>	X
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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 2012?	<b>4b</b>	X

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

<b>5a</b> During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	<b>5b</b>	X
<b>c</b> 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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		<b>6b</b>	X
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		<b>7b</b>	N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
	00			
	00			
	00			
	00			
	00			

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



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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Foundation Source 55 Walls Drive, Suite 302, Fairfield, CT 06824	Administrative Services	84,684
Total number of others receiving over \$50,000 for professional services		0

**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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	20,564,706
<b>b</b>	Average of monthly cash balances	<b>1b</b>	7,705,161
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	26,802,782
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	55,072,649
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	55,072,649
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	826,090
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	54,246,559
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	2,712,328

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	2,712,328
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	17,210
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI.)	<b>2b</b>	1,916
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	19,126
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	2,693,202
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	2,693,202
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	2,693,202

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	1,002,327
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,002,327
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,002,327

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				2,693,202
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			469,771	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,002,327				
<b>a</b> Applied to 2011, but not more than line 2a			469,771	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				532,556
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				2,160,646
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
<b>b</b> 85% of line 2a				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
<b>c</b> "Support" alternative test—enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> Gross investment income				0

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

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

Barry Sternlicht

Miriam Klein Sternlicht

**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

NONE

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

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

**a** The name, address, and telephone number or e-mail 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
<b>a</b> <i>Paid during the year</i>				
AMERICAN CANCER SOCIETY - ATLANTA PO BOX 56566 ATLANTA, GA 30343	N/A	509(a)(1)	Matching Funds for "Making Strides Against Breast Cancer" Walk	2,000
AMERICAN CANCER SOCIETY - EASTERN DIV 2 LYON PL WHITE PLAINS, NY 10601	N/A	509(a)(1)	Charitable Event	6,810
AMERICAN CANCER SOCIETY - EASTERN DIV 2 LYON PL WHITE PLAINS, NY 10601	N/A	509(a)(1)	Matching Funds for "Making Strides Against Breast Cancer" Walk	8,000
AUTISM SPEAKS INC 1 E 33RD ST, 4TH FL NEW YORK, NY 10016	N/A	509(a)(1)	2012 Nantucket Autism Speaks Walk	10,000
BIRTHRIGHT ISRAEL FOUNDATION 33 E 33RD ST 7TH FL NEW YORK, NY 10016	N/A	509(a)(1)	General & Unrestricted	75,000
BOYS & GIRLS CLUB OF GREENWICH INC 4 HORSENECK LN GREENWICH, CT 06830	N/A	509(a)(2)	Annual Appeal Fund	5,000
BREAST CANCER ALLIANCE INC 48 MAPLE AVE GREENWICH, CT 06830	N/A	509(a)(1)	Men In Pink	1,600
BREAST CANCER ALLIANCE INC 48 MAPLE AVE GREENWICH, CT 06830	N/A	509(a)(1)	Charitable Event	11,000
BROWN UNIVERSITY 110 ELM ST PROVIDENCE, RI 02903	N/A	509(a)(1)	Brown Sports Foundation - Men's Varsity Tennis Team	5,000
BUILDON INC PO BOX 16741 STAMFORD, CT 06905	N/A	509(a)(1)	2012 GE Ambassador Trek	2,000
CHABAD OF COLLEGE HILL INC 12 OLIVE ST PROVIDENCE, RI 02906	N/A	509(a)(1)	General & Unrestricted	1,000
<b>Total</b> See Attached Statement			<b>3a</b>	917,618
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b>			<b>3b</b>	0





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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2012**

Name of the organization

Employer identification number

The Sternlicht Family Foundation Inc

26-0039094

**Organization type** (check one)

**Filers of:**

**Section:**

Form 990 or 990-EZ

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

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> The Sternlicht Family Foundation Inc	<b>Employer identification number</b> 26-0039094
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Sternlicht, Barry 591 West Putnam Greenwich CT 06830 Foreign State or Province Foreign Country	\$ 13,878,550	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )



Name of organization

The Sternlicht Family Foundation Inc

Employer identification number

26-0039094

**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	EQUINIX, INC EQIX, 30000 sh	\$ 5,939,550	12/14/2012
1	LOWES COMPANIES INC LOW, 100000 sh	\$ 3,439,000	12/14/2012
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

<b>Name of organization</b> The Sternlicht Family Foundation Inc	<b>Employer identification number</b> 26-0039094
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**Part III** **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions ) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	----- ----- -----		----- ----- -----
	For Prov	Country	

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

										Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
										Capital Gains/Losses		2,388,533		2,933,711		-545,178	
										Other sales		0		236		-236	
Check "X" to include in Part IV		Description		CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
1	X	Publicly-traded Securities								2,375,533	2,972,247					-596,714	
2	X	Passthrough K1 Capital Gain													38,536	38,536	
3	X	RESERVOIR CAPITAL OVERS								13,000						13,000	
4		Passthrough UBI Capital Gain													-236	-236	

**Part I, Line 11 (990-PF) - Other Income**

		18,497	2,996	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Passthrough K-1 Loss OCH-ZIFF CAPITAL MGMT GROUP LLC	-11,592	-11,941	0
2	Passthrough K-1 Income RESERVOIR CAPITAL INV PARTNER	26,051	10,899	0
3	Foreign Currency Gain	4,038	4,038	0

**Part I, Line 18 (990-PF) - Taxes**

		23,712	7,876	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Excise Tax for 2012	13,600	0	0	0
2	Foreign Tax	7,876	7,876	0	0
3	UBTI Tax for 2011	2,217	0	0	0
4	IRS Miscellaneous Fee	19	0	0	0

**Part I, Line 23 (990-PF) - Other Expenses**

		122,697	37,859	0	84,709
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	84,684	0	0	84,684
2	K-1 Expenses OCH-ZIFF CAPITAL MGMT GROUP	4,533	4,533	0	0
3	K-1 Expenses RESERVOIR CAPITAL INV PARTNER	33,455	33,326	0	0
4	State or Local Filing Fees	25	0	0	25

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

		10,572,970	18,675,606	0	23,325,933	
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	EQUINIX, INC	30,000		5,939,551		6,186,000
2	JP MORGAN CHASE & CO	25,000		1,067,258		1,099,225
3	LOWES COMPANIES INC	100,000		3,439,000		3,552,000
4	MULTIMEDIA GAMES HOLDING CO, INC	375,250		2,095,771		5,519,928
5	RESEARCH IN MOTION LTD NEW	50,000		631,783		593,500
6	RYANAIR HOLDINGS PLC CMN	90,000		502,247		556,734
7	STARWOOD PROPERTY TRUST INC	253,421		4,999,996		5,818,546

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

				3,840,816	14,874,052	0	14,025,841
	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	GALWAY TOBACCO - 4 76% - 10/28/2021				8,041,066		8,041,066
2	SOUTHERN CAL EDISON NT - 6 250% - 12/3				2,992,170		3,273,090
3	TRAVELPORT LLC - 9 875% - 09/01/2014				3,840,816		2,711,685

**Part II, Line 13 (990-PF) - Investments - Other**

			19,801,633	19,789,404	27,752,782
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	DIRIGO LTD			6,354,361	7,970,580
2	OCH-ZIFF CAPITAL MGMT GROUP LLC			1,419,873	950,000
3	RESERVOIR CAPITAL INV PARTNERS (CAY			1,065,957	1,321,197
4	RESERVOIR CAPITAL OVERSEAS PTN LP			0	271,673
5	TILDEN PARK OFFSHORE INVESTMENT FU			10,000,000	15,880,955
6	YORK INVESTMENT LIMITED			949,213	1,358,377

Part VII-B, Line 5c (990-PF) - Expenditure Responsibility

	Grantee Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Grant Date	Grant Amount	Grant Purpose	Amt. Expended by Grantee	Any Diversion by Grantee?	Dates of Reports by Grantee	Date of Verification	Verification
1	Fiedesoo Rwanda-Centre Oypnen and Daphrose Rugamba		BP 1457	Kigali			Rwanda	1/25/2012	10,000	To help fund the renovation of the center and exploitation of swamp	10,000	Not to the knowledge of grantor	12/20/12		None necessary



Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

000													
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	Explanation
1	David Lewis Dubrow		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		VP / Dir	1.00	0	0	0	Removed during 2012
2	David A Stein		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Dir	1.00	0	0	0	
3	Barry Sternlicht		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Pres / Dir / Sec	1.00	0	0	0	
4	Miriam Klein Sternlicht		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		VP / Dir	1.00	0	0	0	

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

CHICAGO CARES INC

**Street**

2 N RIVERSIDE PLZ STE 2200

**City**

CHICAGO

**State**

IL

**Zip Code**

60606

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

CHILD AND FAMILY SERVICE

**Street**

91 1841 FT WEAVER

**City**

EWA BEACH

**State**

HI

**Zip Code**

96706

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Charitable Event

**Amount**

2,500

**Name**

CHOATE ROSEMARY HALL FOUNDATION INCORPORATED

**Street**

333 CHRISTIAN ST

**City**

WALLINGFORD

**State**

CT

**Zip Code**

06492

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Parents Fund

**Amount**

50,000

**Name**

CITYMEALS-ON-WHEELS

**Street**

355 LEXINGTON AVE 3RD FL

**City**

NEW YORK

**State**

NY

**Zip Code**

10017

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,397

**Name**

CONGREGATION SHIRAT HAYAM

**Street**

P.O BOX 1145

**City**

NANTUCKET

**State**

MA

**Zip Code**

02554

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Membership Fund

**Amount**

1,000

**Name**

CROHNS &amp; COLITIS FOUNDATION OF AMERICA

**Street**

386 PARK AVE S FL 17

**City**

NEW YORK

**State**

NY

**Zip Code**

10016

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Charitable Event

**Amount**

5,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

DANA FARBER CANCER INSTITUTE INC

**Street**

10 BROOKLINE PL W

**City**

BROOKLINE

**State**

MA

**Zip Code**

02445

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Charitable Event

**Amount**

1,000

**Name**

EAST HARLEM VILLAGE ACADEMY CHARTER SCHOOL

**Street**

401 7TH AVE 18TH FL

**City**

NEW YORK

**State**

NY

**Zip Code**

10001

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Charitable Event

**Amount**

5,000

**Name**

FAMILY CENTERS INC

**Street**

PO BOX 7550

**City**

GREENWICH

**State**

CT

**Zip Code**

06836

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Charitable Event

**Amount**

2,000

**Name**

FIDESCO RWANDA/CENTRE CYPRIEN AND DAPHROSE RUGAMBA

**Street**

BP 1457

**City**

Kigali

**State****Zip Code****Foreign Country**

Rwanda

**Relationship**

N/A

**Foundation Status**

Other

**Purpose of grant/contribution**

Expenditure Responsibility Grant

**Amount**

10,000

**Name**

JEWISH RECOVERY HOUSES INC

**Street**

5806 PARK HTS AVE

**City**

BALTIMORE

**State**

MD

**Zip Code**

21215

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL - GEORGIA CHAPTER

**Street**

3525 PIEDMONT RD NE BLDG 6 STE 300

**City**

ATLANTA

**State**

GA

**Zip Code**

30305

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Atlanta 2012 Walk to Cure Diabetes on behalf of Donald Johnson

**Amount**

5,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

JUVENILE DIABETES RESEARCH FOUNDATION, FAIRFIELD COUNTY CHAPTER

**Street**

200 CONNECTICUT AVE, STE 5H

**City**

NORWALK

**State**

CT

**Zip Code**

06854

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Charitable Event

**Amount**

5,250

**Name**

KIDS IN CRISIS INC

**Street**

1 SALEM ST

**City**

COS COB

**State**

CT

**Zip Code**

06807

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Charitable Event

**Amount**

35,700

**Name**

LEWA WILDLIFE CONSERVANCY USA

**Street**

40 MARIN VIEW AVE

**City**

MILL VALLEY

**State**

CA

**Zip Code**

94941

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Education Supporter - Save a Life, Give a Choice

**Amount**

500

**Name**

NANTUCKET COTTAGE HOSPITAL FOUNDATION

**Street**

529 MAIN ST STE 510

**City**

CHARLESTOWN

**State**

MA

**Zip Code**

02129

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(3)

**Purpose of grant/contribution**

Annual Fund

**Amount**

2,500

**Name**

NANTUCKET GOLF CLUB FOUNDATION INC

**Street**

PO BOX 313

**City**

SIASCONSET

**State**

MA

**Zip Code**

02564

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

25,785

**Name**

NATIONAL MULTIPLE SCLEROSIS SOCIETY

**Street**

101A 1ST AVE 6

**City**

WALTHAM

**State**

MA

**Zip Code**

02451

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Charitable Event

**Amount**

10,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

NATURAL RESOURCES DEFENSE COUNCIL INC

**Street**

40 W 20TH ST

**City**

NEW YORK

**State**

NY

**Zip Code**

10011

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Partnership for the Earth Campaign

**Amount**

166,666

**Name**

NEW YORK COLLABORATES FOR AUTISM INC

**Street**

601 W 26TH ST RM 1500

**City**

NEW YORK

**State**

NY

**Zip Code**

10001

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Night of Too Many Stars Benefit

**Amount**

25,000

**Name**

PROSTATE CANCER FOUNDATION

**Street**

1250 4TH ST

**City**

SANTA MONICA

**State**

CA

**Zip Code**

90401

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Young Investigator

**Amount**

75,000

**Name**

PROSTATE CANCER FOUNDATION

**Street**

1250 4TH ST

**City**

SANTA MONICA

**State**

CA

**Zip Code**

90401

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Charitable Event

**Amount**

20,000

**Name**

R BABY FOUNDATION INC

**Street**

PO BOX 604

**City**

SHORT HILLS

**State**

NJ

**Zip Code**

07078

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

REHABILITATION INSTITUTE OF CHICAGO

**Street**

345 E SUPERIOR ST

**City**

CHICAGO

**State**

IL

**Zip Code**

60611

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Mark Stephan Challenge

**Amount**

1,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

SAVE THE CHILDREN FEDERATION INC

**Street**

54 WILTON RD

**City**

WESTPORT

**State**

CT

**Zip Code**

06880

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

256

**Name**

SAVE THE CHILDREN FEDERATION INC

**Street**

54 WILTON RD

**City**

WESTPORT

**State**

CT

**Zip Code**

06880

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

84

**Name**

SAVE THE CHILDREN FEDERATION INC

**Street**

54 WILTON RD

**City**

WESTPORT

**State**

CT

**Zip Code**

06880

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

126

**Name**

SAVE THE CHILDREN FEDERATION INC

**Street**

54 WILTON RD

**City**

WESTPORT

**State**

CT

**Zip Code**

06880

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

168

**Name**

SAVE THE CHILDREN FEDERATION INC

**Street**

54 WILTON RD

**City**

WESTPORT

**State**

CT

**Zip Code**

06880

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

126

**Name**

SEVENTH REGIMENT ARMORY CONSERVANCY INC

**Street**

643 PARK AVE 2ND FL

**City**

NEW YORK

**State**

NY

**Zip Code**

10065

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Charitable Event

**Amount**

5,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

STAMFORD EDUCATION 4 AUTISM INC

**Street**

108 DOOLITTLE RD

**City**

STAMFORD

**State**

CT

**Zip Code**

06902

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Charitable Event

**Amount**

500

**Name**

TEMPLE SHOLOM INC

**Street**

300 E PUTNAM AVE

**City**

GREENWICH

**State**

CT

**Zip Code**

06830

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Kol Nidre Appeal

**Amount**

36,000

**Name**

THE FAIRFIELD COUNTY COMMUNITY FOUNDATION INC -FUND FOR WOMEN AND GIRLS

**Street**

383 MAIN AVE

**City**

NORWALK

**State**

CT

**Zip Code**

06851

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Charitable Event

**Amount**

1,000

**Name**

THE MARITIME AQUARIUM AT NORWALK INC

**Street**

10 N WATER ST

**City**

SOUTH NORWALK

**State**

CT

**Zip Code**

06854

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Charitable Event

**Amount**

1,500

**Name**

TRUSTEES OF COLUMBIA UNIVERSITY

**Street**

C U M C OFC OF DEVELOPMENT

**City**

NEW YORK

**State**

NY

**Zip Code**

10032

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Pediatric Endocrinology Department

**Amount**

100,000

**Name**

UJA FEDERATION OF GREENWICH

**Street**

1 HOLLY HILL LN

**City**

GREENWICH

**State**

CT

**Zip Code**

06830

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

2011 Campaign

**Amount**

50,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

UJA FEDERATION OF GREENWICH

**Street**

1 HOLLY HILL LN

**City**

GREENWICH

**State**

CT

**Zip Code**

06830

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Charitable Event

**Amount**

150

**Name**

UNITED STATES HOLOCAUST MEMORIAL MUSEUM

**Street**

100 RAOUL WALLENBERG PL SW

**City**

WASHINGTON

**State**

DC

**Zip Code**

20024

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Wings of Memory Society

**Amount**

5,000

**Name**

UNITED WAY OF GREENWICH INC

**Street**

1 LAFAYETTE COURT

**City**

GREENWICH

**State**

CT

**Zip Code**

06830

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

15,000

**Name**

YEAR UP INC

**Street**

93 SUMMER ST

**City**

BOSTON

**State**

MA

**Zip Code**

02110

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

100,000

**Name**

YOUTH RENEWAL FUND

**Street**

250 W 57TH ST STE 632

**City**

NEW YORK

**State**

NY

**Zip Code**

10107

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Charitable Event

**Amount**

1,000

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**