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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
DANCING TIDES FOUNDATION INC

% JEFF WILKINS

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 Suite

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
GARDEN CITY, NY 11530

A Employer identification number
01-0553351

B Telephone number (see instructions)
(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 ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 28,842,046

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	133	133		
	4	Dividends and interest from securities.	73	73		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,467,180			
	b	Gross sales price for all assets on line 6a 8,100,311				
	7	Capital gain net income (from Part IV, line 2) . . .		2,467,180		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	10,309	2,071		
	12	**Total.** Add lines 1 through 11	2,477,695	2,469,457		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).	1,550	0	0	1,550
	b	Accounting fees (attach schedule).	2,800	0	0	2,800
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	13,238			
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	3,759	3,660		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	21,347	3,660	0	4,350
	25	Contributions, gifts, grants paid	1,557,550			1,557,550
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,578,897	3,660	0	1,561,900
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	898,798			
	b	**Net investment income** (if negative, enter -0-)		2,465,797		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	103,237	36,682	36,682
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	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 ▶)	20,649,053	21,614,406	28,805,364
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	20,752,290	21,651,088	28,842,046
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	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	20,752,290	21,651,088	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	20,752,290	21,651,088	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	20,752,290	21,651,088	

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	20,752,290
2	Enter amount from Part I, line 27a	2	898,798
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	21,651,088
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	21,651,088

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	2,467,180
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2012	1,546,051	29,171,545	0 052999
2011	1,662,433	28,320,426	0 058701
2010	1,295,573	25,181,335	0 05145
2009	1,359,342	20,413,447	0 066591
2008	549,406	22,754,554	0 024145

2	**Total** of line 1, column (d).	2	0 253886
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 050777
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	29,973,180
5	Multiply line 4 by line 3.	5	1,521,948
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	24,658
7	Add lines 5 and 6.	7	1,546,606
8	Enter qualifying distributions from Part XII, line 4.	8	1,611,900

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	24,658
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	24,658
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	24,658
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — **6a** 8,238		
b	Exempt foreign organizations—tax withheld at source — **6b**		
c	Tax paid with application for extension of time to file (Form 8868) — **6c** 23,000		
d	Backup withholding erroneously withheld — **6d**		
7	Total credits and payments Add lines 6a through 6d	7	31,238
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	6,580
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 6,580 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NJ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶JEFF WILKINS Telephone no ▶(212) 707-6100

Located at ▶1745 BROADWAY 24TH FLOOR NEW YORK NY ZIP+4 ▶10019

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	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 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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 instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

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
PETER MULLER 2561 SYCAMORE CANYON ROAD SANTA BARBARA, CA 93108	TRUSTEE 0	0		
SETH STARR 1475 FRANKLIN AVENUE GARDEN CITY, NY 11530	TRUSTEE 0	0		
NATHAN E ARNELL 75 MAIN STREET SUITE 203 MILLBURN, NJ 07041	TRUSTEE 0	0		
JILLIAN MULLER 2561 SYCAMORE CANYON ROAD SANTA BARBARA, CA 93108	TRUSTEE 0	0		

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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 CATCHAFIRE INC CONVERTIBLE PROMISSORY NOTE	50,000
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	50,000

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	0
b	Average of monthly cash balances	1b	359,927
c	Fair market value of all other assets (see instructions)	1c	30,069,697
d	**Total** (add lines 1a, b, and c)	1d	30,429,624
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	30,429,624
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	456,444
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	29,973,180
6	**Minimum investment return.** Enter 5% of line 5	6	1,498,659

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

1	Minimum investment return from Part X, line 6			1	1,498,659
2a	Tax on investment income for 2013 from Part VI, line 5	2a	24,658		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	24,658
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,474,001
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,474,001
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,474,001

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,561,900
b	Program-related investments—total from Part IX-B	1b	50,000
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,611,900
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	24,658
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,587,242

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,474,001
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011 , 2010 , 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009. 120,471				
c From 2010. 36,556				
d From 2011. 265,676				
e From 2012. 101,120				
f **Total** of lines 3a through e.	523,823			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,611,900				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				1,474,001
e Remaining amount distributed out of corpus	137,899			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	661,722			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	661,722			
10 Analysis of line 9				
a Excess from 2009. . . . 120,471				
b Excess from 2010. . . . 36,556				
c Excess from 2011. . . . 265,676				
d Excess from 2012. . . . 101,120				
e Excess from 2013. . . . 137,899				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

NA

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,557,550
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	133	
4 Dividends and interest from securities. . . .			14	73	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	2,071	
8 Gain or (loss) from sales of assets other than inventory			18	2,467,180	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a EXCISE TAX REFUND			01	8,238	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				2,477,695	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 2,477,695

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2014-08-15	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
SETH L STARR				P00254301
Firm's name ▶ FRANKEL LOUGHRAN STARR & VALLONE			Firm's EIN ▶	
Firm's address ▶ 1475 FRANKLIN AVENUE GARDEN CITY, NY 11530			Phone no (516) 874-8800	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
CHALKSTREAM D8			2013-04-01
CHALKSTREAM D5			2013-04-01
CHALKSTREAM D2			2013-07-01
CHALKSTREAM D6			2013-07-01
CHALKSTREAM D2			2013-10-01
CHALKSTREAM D7			2013-10-01

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,000,000		819,225	180,775
2,000,000		885,254	1,114,746
2,500,000		1,773,441	726,559
500,000		527,597	-27,597
1,873,414		1,440,505	432,909
226,897		187,109	39,788

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			180,775
			1,114,746
			726,559
			-27,597
			432,909
			39,788

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ROBIN HOOD FOUNDATION 826 BROADWAY 7TH FLOOR NEW YORK, NY 10003	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - END POVERTY IN NYC	700,000
BERKLEE COLLEGE OF MUSIC 1140 BOYLSTON ST BOSTON, MA 02215	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - PREPARE STUDENTS FOR CAREERS IN MUSIC THROUGH STUDY AND PRACTICE	15,000
BLUE SCHOOL 241 WATER ST NEW YORK, NY 10038	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - EDUCATION	10,000
THIRD STREET MUSIC SCHOOL SETTLEMENT 325 E 11TH ST 1 NEW YORK, NY 10003	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - NATION'S OLDEST COOMMUNITY MUSIC SCHOOL	2,500
STUDENT CONSERVATION ASSOCIATION 4245 NORTH FAIRFAX DRIVE ARLINGTON, VA 22203	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - PLACES INTERNS IN A DIVERSE ARRAY OF BUSINESSES & NONPROFITS THROUGHT THE US FOCUSED ON ENVIRONMENT AND SUSTAINABILITY	2,500
CHARLES C LEWIS SCHOLARSHIP FUND AT EPHIPHANY 303 W MAIN ST NEW IBERIA, LA 70560	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - CHARLES CLINTON LEWIS SCHOLARSHIP FUND AT EPIPHANY DAY SCHOOL	250
CANCER RESEARCH INSTITUTE 55 BROADWAY SUITE 1802 NEW YORK, NY 10006	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - CANCER RESEARCH, SPECIFICALLY IMMUNOTHERAPY TREATMENTS	20,000
CHP 11-99 FOUNDATION 2244 NORTH STATE COLLEGE BOULEVARD FULLERTON, CA 92831	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - PROVIDE EMERGY BENEFITS TO CALIFORNIA HIGHWAY PATROL EMPLOYEES AND THEIR FAMILIES IN TIMES OF CRISOS	7,500
HEAL THE OCEAN PO BOX 90106 SANTA BARBARA, CA 93190	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - ENVIRONMENTAL CONSERVATION	1,000
ENVIRONMENTAL DEFENSE CENTER 906 GARDEN STREET SANTA BARBARA, CA 93101	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - ENVIRONMENTAL LAW	10,000
DIANA BASEHART FOUNDATION PO BOX 5191 SANTA BARBARA, CA 93150	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - HELPING PEOPLE AND PETS STAY TOGETHER BY OFFERING ASSISTANCE WITH VETERINARY CARE	1,000
GANNA WALSKA LOTUSLAND FOUNDATION 695 ASHLEY ROAD SANTA BARBARA, CA 93108	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - BOTANIC GARDEN EDUCATIONAL OUTREACH	3,300
TRUST FOR PUBLIC LAND 116 NEW MONTGOMERY ST 4TH FLOOR SAN FRANCISCO, CA 94105	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - CONSERVE LAND FOR PEOPLE TO ENJOY AS PARKS, GARDENS, NATURAL AREAS AND OPEN SPACE	150,000
CHARITY WATER 200 VARICK STREET SUITE 201 NEW YORK, NY 10014	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - CLEAN, SAFE WATER FOR PEOPLE IN DEVELOPING NATIONS	50,000
INTERNATIONAL RESCUE COMMITEE 122 EAST 42ND STREET NEW YORK, NY 10168	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - RESPONSE TO THE WORLD'S WORST HUMANITARIAN CRISES	20,000
Total . . . . ▶ **3a**				1,557,550

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MATH FOR AMERICA 101 FIFTH AVENUE 5TH FLOOR NEW YORK, NY 10003	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - IMPROVE MATH & SCIENCE EDUCATION IN SECONDARY SCHOOLS	20,000
ASPETUCK LAND TRUST PO BOX 444 WESTPORT, CT 06880	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - CONSERVATION	1,000
SYMPHONY GUILD 1330 STATE ST SANTA BARBARA, CA 93101	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - CONCERTS, MUSIC EDUCATION PROGRAMS, AND ACCESS FOR ALL	1,000
HEAL THE BAY 1444 9TH STREET SANTA MONICA, CA 90401	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - CONSERVATION	2,500
CHILDREN'S MUSEUM OF SANTA BARBARA PO BOX 4808 SANTA BARBARA, CA 93140	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - OFFERS MUSEUM WHERE CHILDREN, FAMILY, & COMMUNITY CAN COME TOGETHER AND LEARN THROUGH PLAY EXHIBITS & PROGRAMS SUPPORT INITIATIVES TO BOOST ACHIEVEMENT IN MATH, SCIENCE, TECHNOLOGY, ENGINEERING AND THE ARTS	125,000
MONTECITO FAMILY YMCA 591 SANTA ROSA LANE SANTA BARBARA, CA 93108	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - PROMOTING HEALTHY LIVING AND FOSTERING A SENSE OF RESPONSIBILITY	1,500
NATURAL RESOURCE DEFENSE CENTER 40 WEST 20TH STREET NEW YORK, NY 10011	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - CONSERVATION	20,000
FOREST SERVICE EMPLOYEES FOR ENVIRONMENTAL ETHICS PO BOX 11615 EUGENE, OR 97440	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - CONSERVATION	2,000
SAPLING FOUNDATION 250 HUDSON ST ROOM 102 NEW YORK, NY 10013	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - EDUCATION, FOSTER THE SPREAD OF GREAT IDEAS	125,000
SOUNDKEEPERSLONG ISLAND SOUND PO BOX 4058 NORWALK, CT 06855	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - CONSERVATION	2,500
FRIENDS OF SHERWOOD ISLAND PO BOX 544 WESTPORT, CT 06881	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - CONSERVATION	1,000
NEIGHBORHOOD TRUST 1112 ST NICHOLAS AVENUE NEW YORK, NY 10032	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - FINANCIAL EDUCATION AND SERVICES FOR LOW INCOME FAMILIES	2,500
OJAI VALLEY LAND CONSERVANCY PO BOX 1092 OJAI, CA 93024	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - CONSERVATION	5,000
HARVEY MUDD COLLEGE 301 PLATT BOULEVARD CLAREMONT, CA 91711	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - LIBERAL ARTS COLLEGE OF SCIENCE, ENGINEERING AND MATHEMATICS	20,000
PLANNED PARENTHOOD 518 GARDEN STREET SANTA BARBARA, CA 93101	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - REPRODUCTIVE HEALTH CARE AND ADVOCACY	5,000
Total . . . . ▶ **3a**				1,557,550

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
A LEG TO STAND ON 267 FIFTH AVENUE SUITE 800 NEW YORK, NY 10016	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - PROVIDES PROSTEHETIC LIMBS, CORRECTIVE SURGER, AND REHABILITATIVE CARE TO CHILDREN WHO HAVE LOST LIMBS	2,500
DOCTORS WITHOUT BORDERS USA INC 333 SEVENTH AVENUE 2ND FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - MEDICAL	10,000
ROOM TO READ 111 SUTTER STREET 16TH FLOOR SAN FRANCISCO, CA 94104	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - LITERACY AND GENDER EQUALITY IN EDUCATION	20,000
PHILADELPHIA ANIMAL WELFARE SOCIETY (PAWS) 100 N 2ND ST PHILADELPHIA, PA 19106	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - ADOPTION AND AFFORDABLE VETERINARY CARE	1,500
PLAYFEST SANTA BARBARA PO BOX 50151 SANTA BARBARA, CA 93150	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - DISCOVERY & DEVELOPMENT OF NEW PLAYS, MUSICALS, AND AUDIENCES	1,000
WATERKEEPER ALLIANCE 50 SBUCKHOUT SUITE 302 IRVINGTON, NY 10533	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - ENVIRONMENTAL CONSERVATION	10,000
STACY BAKER SCHOLARSHIP FUND 9757 BEACHY AVE ARLETA, CA 91331	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - EDUCATION/SCHOLARSHIPS	5,000
GRAND TETON NATIONAL PARK FOUNDATION PO BOX 249 MOOSE, WY 83012	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - CONSERVATION/EDUCATION	2,000
SUSTAINABLE CONSERVATION 98 BATTERY STREET SUITE 302 SAN FRANCISCO, CA 94111	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - CONSERVATION/EDUCATION	5,000
STORYTELLER CHILDREN'S CENTER 2115 STATE ST SANTA BARBARA, CA 93105	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - TUITION FREE EARLY CHILDHOOD EDUCATION FOR HOMELESS AND AT RISK CHILDREN	7,500
SANTA BARBARA HUMANE SOCIETY 5399 OVERPASS ROAD SANTA BARBARA, CA 93111	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - ANIMAL RESCUE	2,000
BREAKTHROUGH NEW YORK 55 EXCHANGE PLACE 503 NEW YORK, NY 10005	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - HELPS SUPPORT STUDENTS ON THEIR PATH TO COLLEGE	5,000
CITY HARVEST INC 575 EIGHTH AVENUE 4TH FLOOR NEW YORK, NY 10018	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - NEW YORK FOODBANK	7,500
URBAN ARTS PARTNERSHIP 21 HOWARD ST 5 NEW YORK, NY 10013	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - ENGAGE NY STUDENTS IN THEIR EDUCATION	1,800
COMPUTERS FOR YOUTH 322 EIGHTH AVENUE FLOOR 12A NEW YORK, NY 10001	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - PROVIDES TECHNOLOGY TO STUDENTS IN LOW INCOME COMMUNITIES	25,000
Total . . . . ▶ **3a**				1,557,550

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
EDUCATION THROUGH MUSIC INC 122 EAST 42ND STREET SUITE 1501 NEW YORK, NY 10168	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - WORKS WITH SCHOOLS TO PROVIDE ENHANCED MUSICAL EDUCATION	5,000
ELEPHANT SANCTUARY PO BOX 393 HOHENWALD, TN 38462	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - NATURAL HABITAT REFUGE FOR SICK, OLD AND NEEDY ELEPHANTS	1,000
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - CONSERVATION	20,000
SANTA BARBARA ZOOLOGICAL FOUNDATION 500 NINOS DRIVE SANTA BARBARA, CA 93103	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - ZOO, EDUCATION	1,000
FOODBANK OF SANTA BARBARA 4554 HOLLISTER AVENUE SANTA BARBARA, CA 93110	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - FOODBANK	5,000
GLENDON ASSOCIATION 5383 HOLLISTER AVENUE 270 SANTA BARBARA, CA 93111	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - MENTAL HEALTH RESOURCES	2,500
HEARTS ADAPTIVE RIDING CENTER PO BOX 30662 SANTA BARBARA, CA 93130	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - EQUINE THERAPY	1,000
FRIENDS OF THE SANTA BARBARA PUBLIC LIBRARY PO BOX 1019 SANTA BARBARA, CA 93102	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - PUBLIC LIBRARY SERVICES	1,000
SANTA BARBARA CHANNELKEEPER 714 BOND AVENUE SANTA BARBARA, CA 93103	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - CLEAN WATER	2,500
PRINCETON UNIVERSITY PRINCETON PRINCETON, NJ 08544	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - EDUCATION	2,000
MORGAN STANLEY CHILDREN'S HOSPITAL 654 WEST 170TH STREET NEW YORK, NY 10032	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - MEDICAL	5,000
MR HOLLAND'S OPUS FOUNDATION 4370 TUJUNGA AVENUE SUITE 330 STUDIO CITY, CA 91604	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - DONATES MUSICAL INSTRUMENTS TO UNDER FUNDED MUSIC PROGRAMS THROUGH OUT THE US	2,500
NATURE CONSERVANCY 4245 N FAIRFAX DRIVE SUITE 100 ARLINGTON, VA 222031606	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - CONSERVATION	50,000
LAND TRUST FOR SANTA BARBARA COUNTY PO BOX 91830 SANTA BARBARA, CA 93190	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - CONSERVATION	5,000
VISITING NURSE AND HOSPICE CARE 222 EAST CANON PERDIDO STREET SANTA BARBARA, CA 93101	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - HOME CARE, BEREAVEMENT COUNSELING, AND REHABILITATION SERVICES IN SANTA BARBARA	1,000
Total . . . . ▶ 3a				1,557,550

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SANTA BARBARA COUNTY FIRE DEPARTMENT 4410 CATHEDRAL OAKS ROAD SANTA BARBARA, CA 931101042	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - COMMUNITY SAFETY AND PROTECTION (SANTA BARBARA)	5,000
SANTA BARBARA MUSEUM OF NATURAL HISTORY 2559 PUESTA DEL SOL SANTA BARBARA, CA 93105	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - NATURAL HISTORY EDUCATION	5,000
MATH FOR AMERICA LOS ANGELES 1150 SOUTH OLIVE STREET STE 2100 LOS ANGELES, CA 90015	NONE	PC	CHARITABLE CONTRIBUTION - MATH EDUCATION, RECRUITING AND SUPPORTING HIGHLY SKILLED MATH TEACHERS IN TEH GREATER LOS ANGELES AREA	10,000
LES DAMES D'ASPEN LTD 278 LARKSPUR LANE ASPEN, CO 81611	NONE	PC	CHARITABLE CONTRIBUTION - SUPPORT THE ARTS IN ASPEN	200
Total . . . . ▶ **3a**				1,557,550

TY 2013 Accounting Fees Schedule

Name: DANCING TIDES FOUNDATION INC

EIN: 01-0553351

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,800			2,800

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

TY 2013 Depreciation Schedule

Name: DANCING TIDES FOUNDATION INC

EIN: 01-0553351

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491297005034

TY 2013 Investments - Land Schedule

Name: DANCING TIDES FOUNDATION INC

EIN: 01-0553351

TY 2013 Land, Etc. Schedule

Name: DANCING TIDES FOUNDATION INC

EIN: 01-0553351

TY 2013 Legal Fees Schedule

Name: DANCING TIDES FOUNDATION INC

EIN: 01-0553351

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LAW OFFICES OF NATHAN ARNELL	1,550			1,550

TY 2013 Other Assets Schedule

Name: DANCING TIDES FOUNDATION INC

EIN: 01-0553351

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CHALKSTREAM HEDGE FUND ACCOUNT	9,103,224	4,463,032	5,482,513
CHALKSTREAM SPEC INV ACCT	8,795,829	7,063,042	12,227,955
INVESTMENT IN TRANSIT	2,750,000	0	0
CATCHAFIRE NOTE (PRI)	0	50,000	51,750
PDT PARTNERS SERIES 7	0	2,750,000	3,180,447
PDT PARTNERS SERIES 8	0	2,800,000	3,087,632
PDT PARTNERS SERIES 10	0	2,750,000	2,954,713
PDT PARTNERS SERIES 11	0	1,000,000	1,022,742
AUTONOMY FUND II D JAN 12	0	17,000	17,203
AUTONOMY FUND II D LTD BRL	0	701,332	754,385
AUTONOMY FUND II D JUNE 13	0	20,000	26,024

TY 2013 Other Expenses Schedule

Name: DANCING TIDES FOUNDATION INC

EIN: 01-0553351

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CSC FEES	99			
AUTONOMY FUND - DEDUCTIONS	3,660	3,660		

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TY 2013 Other Income Schedule

Name: DANCING TIDES FOUNDATION INC

EIN: 01-0553351

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EXCISE TAX REFUND	8,238		
AUTONOMY FUND - OTHER INCOME	2,071	2,071	

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TY 2013 Taxes Schedule

Name: DANCING TIDES FOUNDATION INC

EIN: 01-0553351

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IRS - PY OVERPAYMENT APPLIED	8,238			
IRS - PY EXTENSION PAYMENT	5,000			

TY 2013 Owns Foreign Partnership Statement

Name: DANCING TIDES FOUNDATION INC

EIN: 01-0553351

Name	EIN or SSN	Other Forms Filed	Name of Tax Matters Partner	Foreign Partnership Tax Year	
				Beginning Date	Ending Date
AUTONOMY FUND II	FOREIGNUS		BEN BERKOWITZ	2013-01-01	2013-12-31