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

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation  
Do not enter Social Security numbers on this form as it may be made publicInformation about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation <b>THE STERNLICHT FAMILY FOUNDATION INC.</b>		A Employer identification number <b>26-0039094</b>
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) <b>(800) 839-1754</b>
<b>FOUNDATION SOURCE 501 SILVERSIDE RD</b> <b>123</b>		
City or town, state or province, country, and ZIP or foreign postal code <b>WILMINGTON, DE 19809-1377</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	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 <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H 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	I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 105,309,014.</b>	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J 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)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	22,400,878.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	539.	539.		
4	Dividends and interest from securities	811,763.	811,763.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	734,035.			
b	Gross sales price for all assets on line 6a	8,121,168.			
7	Capital gain net income (from Part IV, line 2)		725,614.		
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) <b>ATCH 1</b>	168,846.	161,871.		
12	Total Add lines 1 through 11	24,116,061.	1,699,787.		
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) <b>ATCH 2</b>	14,600.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) <b>ATCH 3</b>	181,435.	83,485.		97,674.
24	Total operating and administrative expenses. Add lines 13 through 23	196,035.	83,485.		97,674.
25	Contributions, gifts, grants paid	3,607,284.			3,607,284.
26	Total expenses and disbursements Add lines 24 and 25	3,803,319.	83,485.		3,704,958.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	20,312,742.			
b	Net investment income (if negative, enter -0-)		1,616,302.		
c	Adjusted net income (if negative, enter -0-)				

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3

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 . . . . .	4,450,483.	2,009,860.	2,009,860.
	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) ATCH 4 . . . .	18,675,606.	40,439,759.	53,757,458.
	c	Investments - corporate bonds (attach schedule) ATCH 5 . . . .	14,874,052.	11,019,787.	11,671,014.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) ATCH 6 . . . . .	19,789,404.	24,632,881.	37,870,682.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	57,789,545.	78,102,287.	105,309,014.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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, . . . ▶ <input checked="" type="checkbox"/> 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 . .	57,789,545.	78,102,287.	
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	57,789,545.	78,102,287.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	57,789,545.	78,102,287.	

**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	57,789,545.
2	Enter amount from Part I, line 27a . . . . .	2	20,312,742.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	78,102,287.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . .	6	78,102,287.

**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> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<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>					
<b>b</b>					
<b>c</b>					
<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) 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			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }			<b>2</b>	725,614.	
<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			<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))
2012	1,002,327.	54,246,559.	0.018477
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
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.158633
<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> 0.031727
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			<b>4</b> 83,615,272.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 2,652,862.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 16,163.
<b>7</b> Add lines 5 and 6			<b>7</b> 2,669,025.
<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> 3,704,958.

**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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	16,163.
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	16,163.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .		4	0
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	16,163.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	20,277.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	1,813.	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments Add lines 6a through 6d . . . . .	7	22,090.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	5,927.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> 5,927. Refunded <input type="checkbox"/> . . . . .	11		

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <b>N/A</b>				
14	The books are in care of <b>C/O FOUNDATION SOURCE</b>		Telephone no <b>800-839-1754</b>	
Located at <b>501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE</b>		ZIP+4 <b>19809-1377</b>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>			
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	Yes	No
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>▶</b>				

**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? <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	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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>▶</b>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 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** X  
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 7		0	0	0

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 8		97,649.
Total number of others receiving over \$50,000 for professional services . . . . . ▶		

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 N/A	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . . ▶	

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see 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>	44,767,023.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	5,432,161.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	34,689,417.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	84,888,601.
<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>	84,888,601.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1,273,329.
<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>	83,615,272.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	4,180,764.

**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>	4,180,764.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	16,163.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	1,935.
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	18,098.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	4,162,666.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	4,162,666.
<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>	4,162,666.

**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>	3,704,958.
<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>	3,704,958.
<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>	16,163.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	3,688,795.

**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 . . . . .				4,162,666.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .			2,160,646.	
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u> . . . . .				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .				
b From 2009 . . . . .				
c From 2010 . . . . .				
d From 2011 . . . . .				
e From 2012 . . . . .				
f Total of lines 3a through e . . . . .				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>3,704,958.</u>				
a Applied to 2012, but not more than line 2a . . . . .			2,160,646.	
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 . . . . .				1,544,312.
e Remaining amount distributed out of corpus . . . . .				
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 . . . . .				
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				2,618,354.
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 . . . . .	0			
10 Analysis of line 9				
a Excess from 2009 . . . . .				
b Excess from 2010 . . . . .				
c Excess from 2011 . . . . .				
d Excess from 2012 . . . . .				
e Excess from 2013 . . . . .				

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

NOT APPLICABLE

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(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

(a) 2013

(b) 2012

(c) 2011

(d) 2010

(e) Total

**b 85% of line 2a . . . . .**

**C** Qualifying distributions from Part XII, line 4 for each year listed .

**d** Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .

**e** Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .

**3** Complete 3a, b, or c for the alternative test relied upon

**a "Assets" alternative test - enter**

**(1) Value of all assets . . . .**

(2) Value of assets qualifying under section

4942(j)(3)(B)(i). . . .

**b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .

**C "Support" alternative test - enter**

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .

(3) Largest amount of support from an exempt organization. . . .

(4) Gross investment income .

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

### 1 Information Regarding Foundation Managers:

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

ATTACHMENT 9

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

N/A

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

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

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

**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**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<b>a Paid during the year</b>  ATCH 10				
<b>Total</b> .....			▶ <b>3a</b>	3,607,284.
<b>b Approved for future payment</b>				
<b>Total</b> .....			▶ <b>3b</b>	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments . . . . .					
3 Interest on savings and temporary cash investments			14	539.	
4 Dividends and interest from securities . . . . .			14	811,763.	
5 Net rental income or (loss) from real estate					
a Debt-financed property . . . . .					
b Not debt-financed property . . . . .					
6 Net rental income or (loss) from personal property .					
7 Other investment income . . . . .					
8 Gain or (loss) from sales of assets other than inventory	525990	8,421.	18	725,614.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b ATCH 11		6,909.		161,937.	
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e) . . . .		15,330.		1,699,853.	
13 Total. Add line 12, columns (b), (d), and (e) . . . . .					1,715,183.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

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



- |          |  |              |    |
|----------|--|--------------|----|
| <b>1</b> | 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?  | Yes          | No |
|          |  |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |    |
|          | (1) Cash . . . . .   | <b>1a(1)</b> | X  |
|          | (2) Other assets . . . . .   | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions   |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization . . . . .   | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization . . . . .   | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets . . . . .   | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements . . . . .   | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees . . . . .   | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations . . . . .   | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .   | <b>1c</b>    | X  |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |              |    |

[illegible]

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

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

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

**Sign Here**  

Signature of officer or trustee \_\_\_\_\_ Date 11/11/14 \_\_\_\_\_ Title Director/President \_\_\_\_\_

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JEFFREY D HASKELL	JEFFREY D HASKELL	11/10/2014	<input checked="" type="checkbox"/>	P01345770
	Firm's name ▶	FOUNDATION SOURCE		Firm's EIN ▶	510398347
	Firm's address ▶	ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042		Phone no	8008391754

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

OMB No 1545-0047

**2013**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)**Name of the organization**

THE STERNLICHT FAMILY FOUNDATION INC.

**Employer identification number**

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

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE STERNLICHT FAMILY FOUNDATION INC.

Employer identification number  
26-0039094**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	\$ 22,400,878.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)



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	FORD MOTOR COMPANY F, 200000 SH.	\$ 3,060,000.	12/27/2013
1	GENERAL MOTORS GM, 100000 SH.	\$ 4,115,000.	12/27/2013
1	HYATT HOTELS CORP. H, 60000 SH.	\$ 2,982,900.	12/27/2013
1	KENNEDY WILSON HOLDINGS INC KW, 50000 SH.	\$ 1,091,250.	12/27/2013
1	LAS VEGAS SANDS CORP LVS, 13000 SH.	\$ 1,022,775.	12/27/2013
1	MARATHON PETROLEUM CORP MPC, 11200 SH.	\$ 994,840.	12/27/2013

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	MICRON TECHNOLOGY MU, 93000 SH.	\$ 2,020,425.	12/27/2013
1	QUALCOMM INC QCOM, 41200 SH.	\$ 3,042,208.	12/27/2013
1	VODAFONE GROUP PLC VOD.LN, 1036000 SH.	\$ 4,071,480.	12/27/2013
		\$	
		\$	
		\$	
		\$	

Name of organization THE STERNLICHT FAMILY FOUNDATION INC.

Employer identification number

26-0039094

**Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that 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
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

**Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV**

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 4,086,268	\$ 4,472,599	\$ (386,331)
Dirigo Ltd	10/01/08	Purchase	10/15/13	\$ 4,000,000	\$ 3,053,331	\$ 130,376
Reservoir Capital Overseas Ptr Dist Exceeding Basis				\$ 34,900		\$ 946,669
Total included in Part IV				\$ 8,121,168	\$ 7,525,930	\$ 725,614
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 8,421
Part I, Line 6a Total						\$ 734,035

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS OCH-ZIFF CAPITAL MGMT GROUP	13,913.	13,936.
K-1 INC/LOSS RESERVOIR CAPITAL INV PARTN	5,820.	-1,178.
K-1 INC/LOSS STARWOOD REAL ESTATE SEC FD	24,824.	24,824.
INTEREST - STARWOOD DISTRESSED OPP FD US	123,892.	123,892.
INTEREST STARWOOD DISTRESSED OPP FD INTL	397.	397.
TOTALS	<u>168,846.</u>	<u>161,871.</u>

ATTACHMENT 2FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF TAX FOR 2013	12,000.
990-T TAX FOR 2012	2,600.
TOTALS	<u>14,600.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	97,649.		97,649.
BANK CHARGES	250.	250.	
K-1 EXP OCH-ZIFF CAPITAL MGMT	6,067.	6,066.	
K-1 EXP RESERVOIR CAPITAL INV	28,064.	27,789.	
K-1 EXP STARWOOD REAL ESTATE S	49,380.	49,380.	
STATE OR LOCAL FILING FEES	25.		25.
TOTALS	181,435.	83,485.	97,674.

ATTACHMENT 4FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EQUINIX, INC.	5,939,550.	5,323,500.
FORD MOTOR COMPANY	3,060,000.	3,086,000.
GENERAL MOTORS	4,115,000.	4,087,000.
HYATT HOTELS CORP.	2,982,900.	2,967,600.
JP MORGAN CHASE & CO	1,067,258.	1,462,000.
KENNEDY WILSON HOLDINGS INC	1,091,250.	1,112,500.
LAS VEGAS SANDS CORP	1,022,775.	1,025,310.
LOWES COMPANIES INC.	3,439,000.	4,955,000.
MARATHON PETROLEUM CORP	994,840.	1,027,376.
MICRON TECHNOLOGY	2,020,425.	2,022,750.
MULTIMEDIA GAMES HOLDING CO, I	2,095,771.	11,767,840.
QUALCOMM INC	3,042,208.	3,059,100.
RYANAIR HOLDINGS PLC CMN	502,247.	775,097.
STARWOOD PROPERTY TRUST INC	4,995,055.	7,019,762.
VODAFONE GROUP PLC	4,071,480.	4,066,623.
TOTALS	<u>40,439,759.</u>	<u>53,757,458.</u>



ATTACHMENT 5

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GALWAY TOBACCO - 0.000% - 10/2	8,027,617.	8,566,014.
SOUTHERN CAL EDISON NT - 6.250	2,992,170.	3,105,000.
TOTALS	<u>11,019,787.</u>	<u>11,671,014.</u>

ATTACHMENT 6FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIRIGO LTD	3,301,030.	4,452,643.
OCH-ZIFF CAPITAL MGMT GROUP LL	1,382,507.	1,480,000.
RESERVOIR CAPITAL INV PARTNERS	1,127,084.	1,450,813.
RESERVOIR CAPITAL OVERSEAS PTN		332,150.
STARWOOD DISTRESSED OPP FD INT	744,430.	1,003,716.
STARWOOD DISTRESSED OPP FD US	3,423,639.	4,643,674.
STARWOOD REAL ESTATE SEC FD LL	3,968,982.	4,023,504.
TILDEN PARK OFFSHORE INVESTMEN	10,000,000.	19,360,961.
YORK INVESTMENT LIMITED	685,209.	1,123,221.
TOTALS	<u>24,632,881.</u>	<u>37,870,682.</u>

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,086,268.		PUBLICLY-TRADED SECURITIES 4,472,599.					-386,331.	
		PASSTHROUGH K-1 CAPITAL GAIN					130,376.	
4,000,000.		DIRIGO LTD 3,053,331.				P	10/01/2008 946,669.	10/15/2013
34,900.		RESERVOIR CAPITAL OVERSEAS PTN LP - DIST					34,900.	
TOTAL GAIN(LOSS) .....							<u>725,614.</u>	

ATTACHMENT 7FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: FIDESCO RWANDA/CENTRE CYPRIEN & DAPHROSE  
GRANTEE'S ADDRESS: BP 1457  
CITY, STATE & ZIP: KIGALI  
FOREIGN COUNTRY: RWANDA  
GRANT DATE: 01/25/2012  
GRANT AMOUNT: 10,000.  
GRANT PURPOSE: TO HELP FUND THE RENOVATION OF THE CENTER AND  
EXPLOITATION OF SWAMP.  
AMOUNT EXPENDED: 10,000.  
ANY DIVERSION? NO  
DATES OF REPORTS: 12/20/12, ADDITIONAL REPORT EXPECTED IN 2014  
VERIFICATION DATE:  
RESULTS OF VERIFICATION:  
NONE NECESSARY.

THE STERNLICHT FAMILY FOUNDATION INC.

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

ATTACHMENT 7

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

DAVID A STEIN DIR 1.00  
FOUNDATION SOURCE 501 SILVERSIDE RD  
123  
WILMINGTON, DE 19809-1377

BARRY STERNLICHT PRES / DIR / SEC  
FOUNDATION SOURCE 501 SILVERSIDE RD 1.00  
123  
WILMINGTON, DE 19809-1377

MIRIAM KLEIN STERNLICHT VP / DIR  
FOUNDATION SOURCE 501 SILVERSIDE RD 1.00  
123  
WILMINGTON, DE 19809-1377

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FOUNDATION SOURCE 55 WALLS DRIVE, SUITE 302 FAIRFIELD, CT 06824	ADMINISTRATIVE	97,649.
TOTAL COMPENSATION		<u>97,649.</u>

ATTACHMENT 9

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

BARRY STERNLICHT  
MIRIAM KLEIN STERNLICHT

FORM 990BFE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AIDS DELAWARE INC 100 W 10TH ST STE 315 WILMINGTON, DE 19801	N/A PC		CHARITABLE EVENT	500
AUTISM SPEAKS INC 1 E 33RD ST, 4TH FL NEW YORK, NY 10016	N/A PC		CHARITABLE EVENT	10,000
BIRTHRIGHT ISRAEL FOUNDATION 33 E 33RD ST 7TH FL NEW YORK, NY 10016	N/A PC		GENERAL & UNRESTRICTED	50,000
BREAST CANCER ALLIANCE INC 48 MAPLE AVE GREENWICH, CT 06830	N/A PC		CHARITABLE EVENT	10,000
BROWN UNIVERSITY GIFT CASHIER BOX 1877 PROVIDENCE, RI 02912	N/A PC		UNDESIGNATED	2,508,599
BROWN UNIVERSITY - PEMBROKE CENTER 110 ELM ST PROVIDENCE, RI 02912	N/A PC		GENERAL & UNRESTRICTED	500



THE STERNLICHT FAMILY FOUNDATION INC.

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CANCER RESEARCH INSTITUTE INC ONE EXCHANGE PLZ, 55 BROADWAY STE NEW YORK, NY 10006	N/A PC	GENERAL & UNRESTRICTED	1,000
CHABAD OF COLLEGE HILL INC 12 OLIVE ST PROVIDENCE, RI 02906	N/A PC	YEAR-END SUPPORT FOR CHABAD CAMPAIGN	1,000.
CHILD MIND INSTITUTE INC 445 PARK AVE NEW YORK, NY 10022	N/A PC	CHARITABLE EVENT	5,000.
CHILD MIND INSTITUTE INC 445 PARK AVE NEW YORK, NY 10022	N/A PC	CHARITABLE EVENT	5,000
CROHNS & COLITIS FOUNDATION OF AMERICA 7701 PACIFIC ST STE 305 OMAHA, NE 68114	N/A PC	CHARITABLE EVENT	5,000.
DANA FARBER CANCER INSTITUTE INC 10 BROOKLINE PL W, 6TH FL BROOKLINE, MA 02445	N/A PC	THE B & M STERNLICHT TYPE 1 DIABETES RESEARCH FUND	200,000

FORM 990FP, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
EAST HARLEM VILLAGE ACADEMY CHARTER SCHOOL 401 7TH AVE 18TH FL NEW YORK, NY 10001	N/A PC		GENERAL & UNRESTRICTED	5,000.
EAST HARLEM VILLAGE ACADEMY CHARTER SCHOOL 401 7TH AVE 18TH FL NEW YORK, NY 10001	N/A PC		CHARITABLE EVENT	5,000.
GATHERING PLACE INC 1002 GLOUCESTER ST BRUNSWICK, GA 31520	N/A PC		GENERAL & UNRESTRICTED	2,500.
GREENWICH HOSPITAL 5 PERRYRIDGE RD GREENWICH, CT 06830	N/A PC		CHAIRMAN'S COUNCIL 2013 MEMBERSHIP FUND	25,000.
GREENWICH ROUNDTABLE INC PO BOX 4019 GREENWICH, CT 06831	N/A PC		GENERAL & UNRESTRICTED	500
HAROLD ROBINSON FOUNDATION 10008 NATIONAL BLVD. #324 LOS ANGELES, CA 90034	N/A PC		CHARITABLE EVENT	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HARVARD BUSINESS SCHOOL TEELE HALL, SOLDIERS FIELD BOSTON, MA 02163	N/A PC	HBS FUND FOR LEADERSHIP AND INNOVATION	5,000
HEBREW CONGREGATION OF AGUDATH SHOLOM 301 STRAWBERRY HILL AVE STAMFORD, CT 06902	N/A PC	SYNAGOGUE'S CAPITAL FUND CAMPAIGN	34,343
HILLEL THE FOUNDATION FOR JEWISH CAMPUS LIFE 800 8TH ST NW WASHINGTON, DC 20001	N/A PC	THE BROWN RISD ANNUAL FUND	2,500.
HOPE & HEROES CHILDRENS CANCER FUND 161 FORT WASHINGTON AVE, IRVING PAV NEW YORK, NY 10032	N/A PC	CHARITABLE EVENT	1,000.
INWARD BOUND MINDFULNESS EDUCATION INC 221 PINE ST STE 206 FLORENCE, MA 01062	N/A PC	GENERAL SUPPORT OF SCHOLARSHIPS TO THE IBME SUMMER RETREAT PROGRAM	1,500
JDRE INTERNATIONAL - NEW YORK CITY CHAPTER 432 PARK AVE. S, 15TH FL NEW YORK, NY 10016	N/A PC	JDRE FUND-A-CURE PROGRAM	50,000

FORM 990FE PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KIDS IN CRISIS INC 1 SALEM ST COS COB, CT 06807	N/A PC	CHARITABLE EVENT	30,000.
MICHAEL J FOX FOUNDATION FOR PARKINSONS RESEARCH GRAND CENTRAL STA, PO BOX 4777 NEW YORK, NY 10163	N/A PC	IN SUPPORT OF TEAM FOX MEMBER DANIEL URBAN'S 1ST ANNUAL SPRING FOR PARKINSON'S FUNDRAISER	500.
NATIONAL FISH AND WILDLIFE FOUNDATION 1133 FIFTEENTH ST NW WASHINGTON, DC 20005	N/A PC	CHARITABLE EVENT	5,000
NEW YORK STEM CELL FOUNDATION INC 1995 BROADWAY STE 600 NEW YORK, NY 10023	N/A PC	YEAR-END CAMPAIGN	25,000.
PEN AMERICAN CENTER INC 588 BROADWAY RM 303 NEW YORK, NY 10012	N/A PC	CHARITABLE EVENT	750.
PLANNED PARENTHOOD OF SOUTHERN NEW ENGLAND INC 345 WHITNEY AVE NEW HAVEN, CT 06511	N/A PC	GENERAL & UNRESTRICTED	1,250

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PROSTATE CANCER FOUNDATION 1250 4TH ST SANTA MONICA, CA 90401	N/A PC	PCF YOUNG INVESTIGATOR DIVISION	150,000
PROSTATE CANCER FOUNDATION 1250 4TH ST SANTA MONICA, CA 90401	N/A PC	CHARITABLE EVENT	40,000
R BABY FOUNDATION INC PO BOX 604 SHORT HILLS, NJ 07078	N/A PC	CHARITABLE EVENT	12,750.
REACH PREP INC ONE DOCK ST, STE 100 STAMFORD, CT 06902	N/A PC	ANNUAL GIVING CAMPAIGN TO HELP UNDERWRITE THE COLLEGE APPLICATION BOOT CAMP	3,000
ROBIN HOOD FOUNDATION 826 BROADWAY 9TH FL NEW YORK, NY 10003	N/A PC	HURRICANE SANDY RELIEF FUND	5,000
SAIL TO PREVAIL INC PO BOX 1264 NEWPORT, RI 02840	N/A PC	GENERAL & UNRESTRICTED	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SAVE THE CHILDREN FEDERATION INC 54 WILTON RD WESTPORT, CT 06880	N/A PC	GENERAL & UNRESTRICTED	256
SAVE THE CHILDREN FEDERATION INC 54 WILTON RD WESTPORT, CT 06880	N/A PC	CHILD SPONSORSHIP	84
SAVE THE CHILDREN FEDERATION INC 54 WILTON RD WESTPORT, CT 06880	N/A PC	PLEDGE FUND	252.
SEVENTH REGIMENT ARMORY CONSERVANCY INC 643 PARK AVE, 3RD FL NEW YORK, NY 10065	N/A PC	GENERAL & UNRESTRICTED	5,000
SHELTER FOR THE HOMELESS INC 137 HENRY ST STE 505 STAMFORD, CT 06902	N/A PC	CREATIVE VIDEO CORPORATION PROJECT	500
STANFORD UNIVERSITY - DEPARTMENT OF ATHLETICS 641 E CAMPUS DR STANFORD, CA 94305	N/A PC	MENS SQUASH CLUB TEAM PROGRAM	25,000

THE STERNLICHT FAMILY FOUNDATION INC.

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEACH FOR AMERICA - CONNECTICUT 370 JAMES ST, STE 404 NEW HAVEN, CT 06513	N/A PC	CHARITABLE EVENT	25,000
TEMPLE SHOLOM INC 300 E PUTNAM AVE GREENWICH, CT 06830	N/A PC	KOL NIDRE CAMPAIGN	18,000
THE FAIRFIELD COUNTY COMMUNITY FOUNDATION INC 383 MAIN AVE NORWALK, CT 06851	N/A PC	FUND FOR WOMEN AND GIRLS - CHARITABLE EVENT	1,000
TRUSTEES OF COLUMBIA UNIVERSITY, DEPARTMENT OF PED C.U M.C OFC OF DEVELOPMENT NEW YORK, NY 10032	N/A PC	PEDIATRIC ENDOCRINE DIVISION	100,000
UJA FEDERATION OF GREENWICH 1 HOLLY HILL LN GREENWICH, CT 06830	N/A PC	2012 CAMPAIGN	50,000
UNITED JEWISH APPEAL FEDERATION OF JEWISH PHILANTH 130 E 59TH ST NEW YORK, NY 10022	N/A PC	2012 ANNUAL FUND PLEDGE	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED JEWISH APPEAL FEDERATION OF JEWISH PHILANTH 130 E 59TH ST NEW YORK, NY 10022	N/A PC		CHARITABLE EVENT	10,000
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAUL WALLENBERG PL SW WASHINGTON, DC 20024	N/A PC		NATIONAL LEADERSHIP CIRCLE ANNUAL GIFT CAMPAIGN	25,000
WATERSIDE SCHOOL INC 770 PACIFIC ST STAMFORD, CT 06902	N/A PC		THE WATERSIDE SCHOOL'S ANNUAL FUND	10,000.
YEAR UP INC 93 SUMMER ST BOSTON, MA 02110	N/A PC		GENERAL & UNRESTRICTED	75,000.
TOTAL CONTRIBUTIONS PAID				<u>3,607,284</u>



THE STERNLICHT FAMILY FOUNDATION INC.

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FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 11

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
K-1 INC/LOSS	525990	6,909.	14	37,648.	
INTEREST FROM STARWOOD DISTRESSED OPP FD US			14	123,892.	
INTEREST FROM STARWOOD DISTRESSED OPP FD INTL			14	397.	
TOTALS		6,909.		161,937.	