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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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation

THE STERNLICHT FAMILY FOUNDATION INC.

Number and street (or P O box number if mail is not delivered to street address)

FOUNDATION SOURCE 501 SILVERSIDE RD

City or town, state or province, country, and ZIP or foreign postal code

WILMINGTON, DE 19809-1377

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col (c), line
16) \$ 117,791,352.J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number

26-0039094

B Telephone number (see instructions)

(800) 839-1754

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 ☐**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)

38,297.

2 Check ☐ if the foundation is not required to
attach Sch B

3 Interest on savings and temporary cash investments.

367.

367.

4 Dividends and interest from securities

5,578,710.

5,578,710.

5a Gross rents

b Net rental income or (loss)

9,911,196.

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a 17,394,880.

7 Capital gain net income (from Part IV, line 2)

11,562,227.

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)

188,761.

169,255.

12 Total. Add lines 1 through 11

15,717,331.

17,310,559.

13 Compensation of officers, directors, trustees, etc.

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

116,013.

18 Taxes (attach schedule) (see instructions) [2]

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) [3]

261,913.

164,218.

97,389.

24 Total operating and administrative expenses.

Add lines 13 through 23

377,926.

164,218.

97,389.

25 Contributions, gifts, grants paid

2,542,870.

2,542,870.

26 Total expenses and disbursements Add lines 24 and 25

2,920,796.

164,218.

2,640,259.

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

12,796,535.

b Net investment income (if negative, enter -0-)

17,146,341.

c Adjusted net income (if negative, enter -0-)

643 1

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		2,009,860.	16,140,869.	16,140,869.
	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) ATCH 4		40,439,759.	37,432,132.	45,229,045.
	c	Investments - corporate bonds (attach schedule) ATCH 5		11,019,787.	10,966,313.	11,399,352.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 6		24,632,881.	26,359,508.	45,022,086.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		78,102,287.	90,898,822.	117,791,352.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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 . .		78,102,287.	90,898,822.	
30	Total net assets or fund balances (see instructions)		78,102,287.	90,898,822.		
31	Total liabilities and net assets/fund balances (see instructions)		78,102,287.	90,898,822.		

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	78,102,287.
2	Enter amount from Part I, line 27a	2	12,796,535.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	90,898,822.
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	90,898,822.

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 PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	11,562,227.	
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	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.

(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))
2013	3,688,795.	83,615,272.	0.044116
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
2 Total of line 1, column (d)			2 0.170478
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 0.034096
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 110,914,398.
5 Multiply line 4 by line 3			5 3,781,737.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 171,463.
7 Add lines 5 and 6			7 3,953,200.
8 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			8 2,640,259.

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

1a 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)		1	342,927.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	342,927.
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	342,927.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	117,727.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	234,059.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	351,786.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	886.	
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	7,973.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 7,973. Refunded <input type="checkbox"/> <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
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 type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a 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? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE, _____ b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by 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 2014 or the taxable year beginning in 2014 (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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> FOUNDATION SOURCE Telephone no <input type="checkbox"/> 800-839-1754			
Located at <input type="checkbox"/> 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 <input type="checkbox"/> 19809-1377				
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 <input type="checkbox"/> 15				
16	At any time during calendar year 2014, 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 X
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country <input type="checkbox"/>				

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"/>	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>			
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 2014? <input type="checkbox"/>	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>			
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) <input type="checkbox"/>	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 <input type="checkbox"/>		
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 2014 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 2014) <input type="checkbox"/>	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 2014? <input type="checkbox"/>	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**

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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870 **6b** X

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? ☐ Yes ☒ No **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		97,364.
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

Form 990-PF (2014)

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	65,378,262.
b	Average of monthly cash balances	1b	3,853,296.
c	Fair market value of all other assets (see instructions)	1c	43,371,892.
d	Total (add lines 1a, b, and c)	1d	112,603,450.
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	
3	Subtract line 2 from line 1d	3	112,603,450.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,689,052.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	110,914,398.
6	Minimum investment return. Enter 5% of line 5	6	5,545,720.

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	5,545,720.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	342,927.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	3,951.
c	Add lines 2a and 2b	2c	346,878.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,198,842.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,198,842.
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	5,198,842.

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	2,640,259.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,640,259.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,640,259.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				5,198,842.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			2,618,354.	
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>2,640,259.</u>				
a Applied to 2013, but not more than line 2a			2,618,354.	
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 2014 distributable amount				21,905.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 . (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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				5,176,937.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

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

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

Tax year	Prior 3 years				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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**

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 <i>Paid during the year</i> ATCH 10				
Total			3a	2,542,870.
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

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

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)

[illegible]

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

- | | | | |
|---|-------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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</p> | | Yes | No |
| | | | |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[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

**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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

11/3/15
Date

► President
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

JEFFREY D HASKELL

Preparer's signature

JEFFREY D HASKELL

Date

11/03/2015

Check ☐ if self-employed

PTIN	
------	--

P01345770

Firm's name	► FOUNDATION SOURCE
-------------	---------------------

Firm's EIN ▶ 510398347

Firm's address ► ONE HOLLOW LN, STE 212
LAKE SUCCESS, NY

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

2014▶ **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**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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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	LEGACY VENTURE VI, LLC C/O LEGACY VENTURE MGMT, 180 LYTTON AVE PALO ALTO, CA 94301	\$ 38,297.	Person <input checked="checked" 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
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----

Name of organization **THE STERNLICHT FAMILY FOUNDATION INC.**

Employer identification number

26-0039094

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** 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				\$ 17,299,180	\$ 7,955,477	\$ 9,343,703
Reservoir Capital Overseas Ptr				\$ 95,700		\$ 460,888
						\$ 95,700
Total included in Part IV				\$ 17,394,880	\$ 7,955,477	\$ 9,900,291
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 10,905
Part I, Line 6a Total						\$ 9,911,196

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS OCH-ZIFF CAPITAL MGMT GROUP	22,530.	23,041.
K-1 INC/LOSS RESERVOIR CAPITAL INV PARTN	43,137.	23,120.
K-1 INC/LOSS STARWOOD REAL ESTATE SEC FD	123,094.	123,094.
TOTALS	<u>188,761.</u>	<u>169,255.</u>

ATTACHMENT 2FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF ESTIMATED TAX FOR 2014	111,800.
990-PF EXTENSION FOR 2013	1,813.
990-T 1ST EXTENSION FOR 2013	2,400.
TOTALS	<u>116,013.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	97,364.		97,364.
K-1 EXP OCH-ZIFF CAPITAL MGMT	10,761.	10,754.	
K-1 EXP RESERVOIR CAPITAL INV	40,106.	39,807.	
K-1 EXP STARWOOD REAL ESTATE S	113,657.	113,657.	
STATE OR LOCAL FILING FEES	25.		25.
TOTALS	<u>261,913.</u>	<u>164,218.</u>	<u>97,389.</u>

ATTACHMENT 4FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BED BATH & BEYOND INC.	1,947,861.	2,285,100.
EQUINIX, INC.	6,166,762.	7,031,351.
FORD MOTOR COMPANY	3,060,000.	3,100,000.
GENERAL MOTORS	4,115,000.	3,491,000.
HYATT HOTELS CORP.	2,982,900.	3,612,600.
JP MORGAN CHASE & CO	1,067,258.	1,564,500.
KENNEDY WILSON HOLDINGS INC	1,091,250.	1,265,000.
LAS VEGAS SANDS CORP	511,388.	378,040.
LOWES COMPANIES INC.	3,439,000.	6,880,000.
MARATHON PETROLEUM CORP	994,840.	1,010,912.
MICRON TECHNOLOGY	2,020,425.	3,255,930.
QUALCOMM INC	3,042,208.	3,062,396.
RYANAIR HOLDINGS PLC CMN	502,247.	1,066,175.
STARWOOD PROPERTY TRUST INC	4,995,055.	5,889,504.
STARWOOD WAYPOINT RESIDENTIAL	1,495,938.	1,336,537.
TOTALS	<u>37,432,132.</u>	<u>45,229,045.</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	7,974,143.	8,054,652.
SOUTHERN CAL EDISON NT - 6.250	2,992,170.	3,344,700.
TOTALS	<u>10,966,313.</u>	<u>11,399,352.</u>

ATTACHMENT 6FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CHANGE.ORG, INC - SER C PFD	500,003.	500,003.
DIRIGO LTD	3,301,030.	4,313,132.
OCH-ZIFF CAPITAL MGMT GROUP LL	1,284,122.	1,168,000.
RESERVOIR CAPITAL INV PARTNERS	1,206,422.	1,629,056.
RESERVOIR CAPITAL OVERSEAS PTN		428,637.
STARWOOD DISTRESSED OPP FD INT	1,898,014.	2,988,259.
STARWOOD DISTRESSED OPP FD US	3,489,349.	6,691,251.
STARWOOD REAL ESTATE SEC FD LL	4,407,759.	4,407,759.
TILDEN PARK OFFSHORE INVESTMEN	10,000,000.	22,253,928.
YORK INVESTMENT LIMITED	272,809.	642,061.
TOTALS	<u>26,359,508.</u>	<u>45,022,086.</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)	
17299180.		PUBLICLY-TRADED SECURITIES 6,293,541.					11005639.	
		PASSTHROUGH K1 CAPITAL GAIN					460,888.	
95,700.		RESERVOIR CAPITAL OVERSEAS PTN LP - DIST					95,700.	
TOTAL GAIN(LOSS)							<u>11562227.</u>	

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

Pursuant to IRC Regulation 53.4945-5(d)(2), The Sternlicht Family Foundation Inc provides the following information for one grant

(i)	Grantee	Fidesco Rwanda/Centre Cyprien & Daphrose (the "Grantee") BP 1457 Kigali, Rwanda
(ii)	Date of Grant	01/25/2012
	Amount of Grant	\$10,000
(iii)	Purpose of Grant	To help fund the renovation of the center and exploitation of swamp
(iv) – (vi)	Reports of Amounts Expended & Diversions	<p>The Grantee submitted a full and complete report of its expenditure of the January 2012 grant on December 20, 2012, indicating that it had spent all of the grant funds on the erection of a capital asset. To the knowledge of the Foundation, as grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.</p> <p>The Foundation has made numerous good faith attempts to contact the Grantee to request an additional report from the Grantee with respect to the use of the capital asset erected with the grant funds, which attempts have been documented by the Foundation. However, the Foundation has been unable to obtain such additional report from the Grantee. Per Section 53.4945-5(e)(2) of the Treasury Regulations, the failure of Grantee to submit the annual report will not result in a taxable expenditure for the Foundation because the Foundation (i) made the grant in accordance with paragraph (b) of said section of the Treasury Regulations, (ii) has complied with the reporting requirements contained in paragraph (d) of said section of the Treasury Regulations, (iii) made a reasonable effort to obtain the required report, and (iv) will withhold all future payments on any grant to the Grantee until such report has been furnished.</p>
(vii)	Verification	The Foundation, as grantor, has no reason to doubt the accuracy or reliability of the report received from the Grantee, therefore, no independent verification of such report was made.

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

ATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>
DAVID A STEIN FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	DIR 1.00
BARRY STERNLICHT FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	PRES / DIR / SEC 1.00
MIRIAM KLEIN STERNLICHT FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	VP / DIR 1.00

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	97,364.
TOTAL COMPENSATION		<u>97,364.</u>

ATTACHMENT 9

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

BARRY STERNLICHT
MIRIAM KLEIN STERNLICHT

FORM 990PF, 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
AMERICAN JEWISH JOINT DISTRIBUTION COMMITTEE INC 711 3RD AVE NEW YORK, NY 10017	N/A PC	UKRAINE CRISIS	1,000.
ANTI-DEFAMATION LEAGUE 605 3RD AVE NEW YORK, NY 10158	N/A PC	GENERAL & UNRESTRICTED	50,000
ATAXIA TELANGIECTASIA CHILDRENS PROJECT INC 5300 W HILLSBORO BLVD STE 105 COCONUT CREEK, FL 33073	N/A PC	SUPPORT RESEARCH CAMPAIGN	20,000.
AUTISM SPEAKS 85 DEVONSHIRE ST, 9TH FL BOSTON, MA 02109	N/A PC	CHARITABLE EVENT	10,000
BAIS BINYOMIN ACADEMY OF CONN INC 132 PROSPECT ST STAMFORD, CT 06901	N/A PC	BAIS BINYOMIN STUDENT AID FUND	500
BIRTHRIGHT ISRAEL FOUNDATION 33 E 33RD ST 7TH FL NEW YORK, NY 10016	N/A PC	GENERAL & UNRESTRICTED	50,000.

THE STERNLICHT FAMILY FOUNDATION INC.

26-0039094

FORM 990DPF 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
CHABAD OF COLLEGE HILL INC 12 OLIVE ST PROVIDENCE, RI 02906	N/A PC	CHABAD OF COLLEGE HILL'S ANNUAL GIVING FUND CAMPAIGN	5,000
CHICAGO CARES INC 2 N RIVERSIDE PLZ STE 2200 CHICAGO, IL 60606	N/A PC	GENERAL & UNRESTRICTED	10,000.
CHILD MIND INSTITUTE INC 445 PARK AVE NEW YORK, NY 10022	N/A PC	GENERAL & UNRESTRICTED	5,000.
CONGREGATION SHIRAT HAYAM P O. BOX 1145 NANTUCKET, MA 02554	N/A PC	GENERAL & UNRESTRICTED	1,000.
CORNELL UNIVERSITY PO BOX 752 ITHACA, NY 14851	N/A PC	BARRY S STERNLICHT ICON SCHOLARSHIP FOR UNDERGRADUATES AT THE SCHOOL OF HOTEL ADMINISTRATION	100,000
CREATIVE TIME INC 59 E 4TH ST STE 6E NEW YORK, NY 10003	N/A PC	GENERAL & UNRESTRICTED	5,000.

THE STERNLICHT FAMILY FOUNDATION INC.

26-0039094

FORM 990DPF, 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
CROHNS & COLITIS FOUNDATION OF AMERICA 733 3RD AVE STE 510 NEW YORK, NY 10017	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 BARRY & MINI STERNLICHT TYPE 1 DIABETES RESEARCH FUND UNDER THE DIRECTION OF MIKA DANIAL, PHD	200,000
EAST HARLEM VILLAGE ACADEMY CHARTER SCHOOL 35 W 124TH ST NEW YORK, NY 10027	N/A PC		COLLEGE SUPPORT FUND	5,000.
EAST HARLEM VILLAGE ACADEMY CHARTER SCHOOL 35 W 124TH ST NEW YORK, NY 10027	N/A PC		CHARITABLE EVENT	25,000.
EAST HARLEM VILLAGE ACADEMY CHARTER SCHOOL 35 W 124TH ST NEW YORK, NY 10027	N/A PC		CHARITABLE EVENT	100,000
EDUCATORS FOR EXCELLENCE 80 PINE ST FL 28 NEW YORK, NY 10005	N/A PC		GENERAL & UNRESTRICTED	125,000

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
FRESH AIR FUND 633 3RD AVE NEW YORK, NY 10017	N/A PC		GENERAL & UNRESTRICTED	25,000.
FRIENDS OF NATHANIEL WITHERELL INC 70 PARSONAGE RD GREENWICH, CT 06830	N/A PC		CAPITAL CAMPAIGN	5,000
FRIENDS OF THE ISRAEL DEFENSE FORCES 1430 BROADWAY NEW YORK, NY 10018	N/A PC		ISRAEL'S SOLDIERS RAPID RESPONSE FUND	10,000
GREENWICH HOSPITAL 5 PERRYRIDGE RD GREENWICH, CT 06830	N/A PC		GENERAL & UNRESTRICTED	25,000.
GREENWICH POLICE DEPT SCHOLARSHIP FUND INC 11 BRUCE PL GREENWICH, CT 06830	N/A PC		GENERAL & UNRESTRICTED	250.
HARVARD BUSINESS SCHOOL TEELE HALL, SOLDIERS FIELD BOSTON, MA 02163	N/A PC		HARVARD BUSINESS SCHOOL FUND FOR LEADERSHIP & INNOVATION	10,000

FORM 990-E, 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		
HEBREW CONGREGATION OF AGUDATH SHOLOM 301 STRAWBERRY HILL AVE STAMFORD, CT 06902	N/A PC		GENERAL & UNRESTRICTED	36,000
HILLEL THE FOUNDATION FOR JEWISH CAMPUS LIFE 800 8TH ST NW WASHINGTON, DC 20001	N/A PC		BROWN RISD HILLEL ANNUAL FUND	2,500
IMENTOR 30 BROAD ST, 9TH FL NEW YORK, NY 10004	N/A PC		GENERAL & UNRESTRICTED	25,000.
IMENTOR 30 BROAD ST, 9TH FL NEW YORK, NY 10004	N/A PC		THE JULIAN ROBERTSON INITIATIVE	25,000
JEWISH BOARD OF FAMILY & CHILDRENS SERVICES INC 135 W 50TH ST, 6TH FL NEW YORK, NY 10020	N/A PC		GENERAL & UNRESTRICTED	10,000
JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL 3525 PIEDMONT RD NE BLDG 6 STE 300 ATLANTA, GA 30305	N/A PC		GENERAL & UNRESTRICTED	3,600.

FORM 990BF, 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
JUVENILE DIABETES RESEARCH FOUNDATION, FAIRFIELD C 200 CONNECTICUT AVE, STE 5H NORWALK, CT 06854	N/A PC	CHARITABLE EVENT	5,000
KIDS IN CRISIS INC 1 SALEM ST COS COB, CT 06807	N/A PC	GENERAL & UNRESTRICTED	15,000.
KIDS IN CRISIS INC 1 SALEM ST COS COB, CT 06807	N/A PC	CHARITABLE EVENT	11,500
LITTLE STAR FOUNDATION 256 RANCHO MILAGRO WAY HESPERUS, CO 81326	N/A PC	GENERAL & UNRESTRICTED	25,000
MONTEREY PENINSULA FOUNDATION 1 LOWER RAGSDALE DR, BLDG 3 STE MONTEREY, CA 93940	N/A PC	GENERAL & UNRESTRICTED	25,000
NANTUCKET DREAMLAND FOUNDATION PO BOX 989 NANTUCKET, MA 02554	N/A PC	NANTUCKET DREAMLAND FOUNDATION'S FILM & PERFORMING ARTS CENTER	25,000.

THE STERNLICHT FAMILY FOUNDATION INC.

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
NANTUCKET GOLF CLUB FOUNDATION INC PO BOX 313 SIASCONSET, MA 02564	N/A PC		NANTUCKET CHILDREN'S CHARITY CLASSIC TO BENEFIT SCHOLARSHIP FUNDS	10,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY - GREATER NEW 101A 1ST AVE, STE 6 WALTHAM, MA 02451	N/A PC		CHARITABLE EVENT	100
NATURAL RESOURCES DEFENSE COUNCIL INC 40 W 20TH ST NEW YORK, NY 10011	N/A PC		THE STERNLICHT SUSTAINABILITY FUND	50,000.
NATURAL RESOURCES DEFENSE COUNCIL INC 40 W 20TH ST NEW YORK, NY 10011	N/A PC		THE STERNLICHT SUSTAINABILITY FUND	500,000
NEW YORK JUNIOR TENNIS LEAGUE INC 5812 QUEENS BLVD STE 1 WOODSIDE, NY 11377	N/A PC		CARY LEEDS CENTER FOR TENNIS & LEARNING CAPITAL CAMPAIGN	25,000.
NEW YORK RESTORATION PROJECT 254 W 31ST ST FL 10 NEW YORK, NY 10001	N/A PC		GENERAL & UNRESTRICTED	10,000

FORM 990-EF, 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
NEW YORK STEM CELL FOUNDATION INC 1995 BROADWAY STE 600 NEW YORK, NY 10023	N/A PC	NYSCF'S YEAR-END CAMPAIGN	25,000
NEWSCHOOLS FUND 1970 BROADWAY, STE 350 OAKLAND, CA 94612	N/A PC	GREAT SCHOOLS CT AKA PUBLIC SQUARE PARTNERSHIP	20,000
ONEGOAL 215 W SUPERIOR CHICAGO, IL 60654	N/A PC	GENERAL & UNRESTRICTED	25,000
PRESIDENT & FELLOWS OF HARVARD COLLEGE 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	N/A PC	GENERAL & UNRESTRICTED	50,000
PROSTATE CANCER FOUNDATION 1250 4TH ST SANTA MONICA, CA 90401	N/A PC	CHARLES EVAN PCF PRO-AM - HAMPTONS	20,000
PROSTATE CANCER FOUNDATION 1250 4TH ST SANTA MONICA, CA 90401	N/A PC	CHARITABLE EVENT	20,000

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
RIVER FUND NEW YORK INC 8911 LEFFERTS BLVD RICHMOND HILL, NY 11418	N/A PC	GENERAL & UNRESTRICTED	25,000
ROBIN HOOD FOUNDATION 826 BROADWAY 9TH FL NEW YORK, NY 10003	N/A PC	GENERAL & UNRESTRICTED	100,000
SAIL TO PREVAIL INC PO BOX 1264 NEWPORT, RI 02840	N/A PC	GENERAL & UNRESTRICTED	5,000
SAVE THE CHILDREN FEDERATION INC 501 KINGS HWY E STE 400 FAIRFIELD, CT 06825	N/A PC	SPONSORSHIP	84.
SAVE THE CHILDREN FEDERATION INC 501 KINGS HWY E STE 400 FAIRFIELD, CT 06825	N/A PC	SPONSORSHIP	84
SAVE THE CHILDREN FEDERATION INC 501 KINGS HWY E STE 400 FAIRFIELD, CT 06825	N/A PC	SPONSORSHIP	252.

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
SEVENTH REGIMENT ARMORY CONSERVANCY INC DBA PARK A 643 PARK AVE., 3RD FL NEW YORK, NY 10065	N/A PC		EDUCATION SUPPORT	7,500
SHELTER FOR THE HOMELESS INC 137 HENRY ST STE 505 STAMFORD, CT 06902	N/A PC		GENERAL & UNRESTRICTED	10,000
SPECIAL OLYMPICS INC 1133 19TH ST NW WASHINGTON, DC 20036	N/A PC		GENERAL & UNRESTRICTED	50,000
STANFORD UNIVERSITY - DEPARTMENT OF ATHLETICS 641 E CAMPUS DR STANFORD, CA 94305	N/A PC		MEN'S SQUASH TEAM PROGRAM	25,000.
SWEAT EQUITY ENTERPRISES 222 BROADWAY, 18TH FL NEW YORK, NY 10038	N/A PC		ENSTITUTE - APPRENTICESHIP PROGRAM	25,000
TEACH FOR AMERICA - CONNECTICUT 370 JAMES ST., STE 404 NEW HAVEN, CT 06513	N/A PC		GENERAL & UNRESTRICTED	40,000

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
TEACH FOR AMERICA - CONNECTICUT 370 JAMES ST, STE 404 NEW HAVEN, CT 06513	N/A PC	SUPPORT 2015 INITIATIVES AND PROGRAMS OF TEACH FOR AMERICA - CT FUND	50,000
TEACH FOR AMERICA INC 519 8TH AVE, 15TH FL NEW YORK, NY 10018	N/A PC	GENERAL & UNRESTRICTED	12,500
TEMPLE SHOLOM INC 300 E PUTNAM AVE GREENWICH, CT 06830	N/A PC	GENERAL & UNRESTRICTED	37,000.
TENACITY INC 38 EVERETT ST, LOWER LEVEL BOSTON, MA 02134	N/A PC	GENERAL & UNRESTRICTED	5,000
THE BRIGHAM & WOMENS HOSPITAL INC 116 HUNTINGTON AVE 3RD FL BOSTON, MA 02116	N/A PC	FRIENDS OF BURT GLAZOV CARDIAC AMYLOIDOSIS RESEARCH FUND AT BWH HEART AND VASCULAR CENTER	10,000
THE FAIRFIELD COUNTY COMMUNITY FOUNDATION INC -FUN 383 MAIN AVE NORWALK, CT 06851	N/A PC	GENERAL & UNRESTRICTED	1,000

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
TOURETTE SYNDROME ASSOCIATION INC 4240 BELL BLVD BAYSIDE, NY 11361		N/A PC		RESEARCH PROGRAM	1,000
TRUSTEES OF COLUMBIA UNIVERSITY, DEPARTMENT OF PED C.U M C OFC OF DEVELOPMENT NEW YORK, NY 10032		N/A PC		GENERAL & UNRESTRICTED	50,000.
TRUSTEES OF COLUMBIA UNIVERSITY, DEPARTMENT OF PED C.U M C OFC OF DEVELOPMENT NEW YORK, NY 10032		N/A PC		PEDIATRIC ENDOCRINE SUPPORT	100,000.
UJA FEDERATION OF GREENWICH 1 HOLLY HILL LN GREENWICH, CT 06830		N/A PC		UJA GREENWICH ANNUAL CAMPAIGN	50,000
UNITED JEWISH APPEAL FEDERATION OF JEWISH PHILANTH 130 E 59TH ST NEW YORK, NY 10022		N/A PC		GENERAL & UNRESTRICTED	50,000
UNITED STATES OLYMPIC AND PARALYMPIC FOUNDATION 1 OLYMPIC PLZ COLORADO SPRINGS, CO 80909		N/A SO I		GENERAL & UNRESTRICTED	75,000

FORM 990PF, 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		
UNITED WAY OF GREENWICH INC 1 LAFAYETTE COURT GREENWICH, CT 06830	N/A PC		GREENWICH UNITED WAY ALEXIS DE TOCQUEVILLE SOCIETY	25,000.
WATERSIDE SCHOOL INC 770 PACIFIC ST STAMFORD, CT 06902	N/A PC		ANNUAL GIVING FUND CAMPAIGN	20,000.
YALE UNIVERSITY - SCHOOL OF MEDICINE PO BOX 7611 NEW HAVEN, CT 06519	N/A PC		CHILD STUDY CENTER - DR VOLKMAR	10,000.
YOUNG WOMENS LEADERSHIP NETWORK INC 322 8TH AVE 14TH FL NEW YORK, NY 10001	N/A PC		GENERAL & UNRESTRICTED	2,000.
TOTAL CONTRIBUTIONS PAID				<u>2,542,870</u>