



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, 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 foundation

I Fair market value of all assets at

end of year (from Part II, col (c), line

16) \$ 113,831,935.

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)	46,713.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B.				
3	Interest on savings and temporary cash investments.	2,466.	2,466.		
4	Dividends and interest from securities	2,108,448.	2,108,448.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,364,353.			
b	Gross sales price for all assets on line 6a 17,565,788.				
7	Capital gain net income (from Part IV, line 2) .		2,364,577.		
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) ATCH. 1	-13,733.	-15,749.		
12	Total. Add lines 1 through 11	4,508,247.	4,459,742.		
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)[2].	327,847.	13,413.		
19	Depreciation (attach schedule) and depletion .				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH. 3 . . .	144,235.	49,038.		95,025.
24	Total operating and administrative expenses. Add lines 13 through 23.	472,082.	62,451.		95,025.
25	Contributions, gifts, grants paid	5,344,720.			5,344,720.
26	Total expenses and disbursements. Add lines 24 and 25	5,816,802.	62,451.		5,439,745.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements . .	-1,308,555.			
b	Net investment income (if negative, enter -0-)		4,397,291.		
c	Adjusted net income (if negative, enter -0-).				

G42

14

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		16,140,869.	28,577,696.	28,577,696.
	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		37,432,132.	37,682,060.	43,184,133.
	c	Investments - corporate bonds (attach schedule) ATCH. 5		10,966,313.	2,992,170.	3,305,250.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH. 6		26,359,508.	20,338,341.	38,764,856.	
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)		90,898,822.	89,590,267.	113,831,935.	
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, check here ▶ <input checked="" type="checkbox"/> 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		90,898,822.	89,590,267.	
	30	Total net assets or fund balances (see instructions).		90,898,822.	89,590,267.	
31	Total liabilities and net assets/fund balances (see instructions)		90,898,822.	89,590,267.		

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	90,898,822.
2	Enter amount from Part I, line 27a.	2	-1,308,555.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	89,590,267.
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	89,590,267.

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	2,364,577.
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	{ 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.

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))
2014	2,640,259.	110,914,398.	0.023804
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

2 Total of line 1, column (d)	2	0.165969
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	0.033194
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	115,186,116.
5 Multiply line 4 by line 3	5	3,823,488.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	43,973.
7 Add lines 5 and 6	7	3,867,461.
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	5,439,745.

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	43,973.
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			
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	43,973.
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	43,973.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 85,373.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 2,043.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	87,416.
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	43,443.
11 Enter the amount of line 10 to be Credited to 2016 estimated tax 43,443. Refunded		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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) 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 2015 or the taxable year beginning in 2015 (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)

	Yes	No
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).		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).		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address N/A		
14 The books are in care of FOUNDATION SOURCE Telephone no 800-839-1754		
Located at 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 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 15		
16 At any time during calendar year 2015, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country 		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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)?		
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years 		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2015 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 2015)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		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 ☐

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

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

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. ☐

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

Part IX-A Summary of Direct Charitable Activities

Expenses

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

Amount

Form **990-PF** (2015)

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	50,845,150.
b	Average of monthly cash balances	1b	27,606,949.
c	Fair market value of all other assets (see instructions)	1c	38,488,120.
d	Total (add lines 1a, b, and c)	1d	116,940,219.
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	116,940,219.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,754,103.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	115,186,116.
6	Minimum investment return. Enter 5% of line 5	6	5,759,306.

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	5,759,306.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	43,973.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	43,973.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,715,333.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,715,333.
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	5,715,333.

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	5,439,745.
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	5,439,745.
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	43,973.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,395,772.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				5,715,333.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			5,176,937.	
b Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e				
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>5,439,745.</u>				
a Applied to 2014, but not more than line 2a			5,176,937.	
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 2015 distributable amount.				262,808.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2015 . (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 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				5,452,525.
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 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 2015, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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

NONE

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

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

a The name, address, and telephone number or e-mail 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		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
ATCH 10					
Total				► 3a	5,344,720.
b Approved for future payment					
Total				► 3b	

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	2,466.	
4	Dividends and interest from securities			14	2,108,448.	
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	-224.	18	2,364,577.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	ATCH 11 _____		1,887.		-15,620.	
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)		1,663.		4,459,871.	
13	Total. Add line 12, columns (b), (d), and (e)					4,461,534.

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

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

[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

11/7/16
Date

President

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JEFFREY D HASKELL	JEFFREY D HASKELL	11/04/2016		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

2015▶ **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 for 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	\$ 46,713.	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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

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
	(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				\$ 8,921,649	\$ 7,613,008	\$ 1,308,641
Starwood Real Estate Sec FD LLC	11/1/2013	Purchase	1/1/2015	\$ 4,407,759	\$ 4,407,759	\$ 120,586
Dirigo Ltd	10/1/2008	Purchase	7/24/2015	\$ 4,162,380	\$ 3,301,030	\$ -
Reservoir Capital Overseas Ptr - Dist in excess of basis				\$ 74,000		\$ 861,350
Total included in Part IV				\$ 17,565,788	\$ 15,321,797	\$ 2,364,577
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ (224)
Part I, Line 6a Total						\$ 2,364,353

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	-21,542.	-22,322.
K-1 INC/LOSS RESERVOIR CAPITAL INV PARTN	7,627.	6,391.
FOREIGN CURRENCY GAIN	182.	182.
TOTALS	<u>-13,733.</u>	<u>-15,749.</u>

ATTACHMENT 2FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2015	77,400.	
990-PF EXTENSION FOR 2014	234,059.	
990-T 1ST EXTENSION FOR 2014	2,200.	
990-T INCOME TAX FOR 2014	775.	
FOREIGN TAX PAID	13,413.	13,413.
TOTALS	<u>327,847.</u>	<u>13,413.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	95,000.		95,000.
K-1 EXP OCH-ZIFF CAPITAL MGMT	4,204.	4,200.	
K-1 EXP RESERVOIR CAPITAL INV	45,006.	44,838.	
STATE OR LOCAL FILING FEES	25.		25.
TOTALS	<u>144,235.</u>	<u>49,038.</u>	<u>95,025.</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.	1,447,500.
EQUINIX, INC	6,416,690.	9,632,347.
FORD MOTOR COMPANY	3,060,000.	2,818,000.
GENERAL MOTORS	4,115,000.	3,401,000.
HYATT HOTELS CORP	2,982,900.	2,821,200.
JP MORGAN CHASE	1,067,258.	1,650,750.
KENNEDY WILSON HOLDINGS INC	1,091,250.	1,204,000.
LAS VEGAS SANDS CORP	511,388.	284,960.
LOWES COMPANIES INC	3,439,000.	7,604,000.
MARATHON PETROLEUM CORP	994,840.	1,161,216.
MICRON TECHNOLOGY	2,020,425.	1,316,880.
QUALCOMM INC	3,042,208.	2,059,382.
RYANAIR HOLDINGS PLC.	502,247.	1,425,076.
STARWOOD PROPERTY TRUST INC	4,995,055.	5,210,336.
STARWOOD WAYPOINT RESIDENTIAL	1,495,938.	1,147,486.
TOTALS	<u>37,682,060.</u>	<u>43,184,133.</u>

ATTACHMENT 5FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SOUTHERN CAL EDISON NT - 6.250	2,992,170.	3,305,250.
TOTALS	<u>2,992,170.</u>	<u>3,305,250.</u>

ATTACHMENT 6FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CASTLE RIDGE REAL ESTATE FUND	4,000,000.	3,695,252.
CHANGE.ORG, INC - SER C PFD	500,003.	500,003.
OCH-ZIFF CAPITAL MGMT GROUP LL	1,195,777.	623,000.
RESERVOIR CAPITAL INV PARTNERS	1,339,004.	1,674,740.
RESERVOIR CAPITAL OVERSEAS PTN		384,064.
STARWOOD DISTRESSED OPP FD INT	1,032,941.	2,698,384.
STARWOOD DISTRESSED OPP FD US	1,997,807.	6,156,808.
TILDEN PARK OFFSHORE INVESTMEN	10,000,000.	22,511,594.
YORK INVESTMENT LIMITED	272,809.	521,011.
TOTALS	<u>20,338,341.</u>	<u>38,764,856.</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)	
8,921,649.		PUBLICLY-TRADED SECURITIES 7,613,008.					1,308,641.	
		PASSTHROUGH K1 CAPITAL GAIN					120,586.	
4,162,380.		DIRIGO LTD 3,301,030.				P	10/01/2008 861,350.	07/24/2015
4,407,759.		STARWOOD REAL ESTATE SEC FD LLC 4,407,759.				P	11/01/2013	01/01/2015
74,000.		RESERVOIR CAPITOL OVERSEAS PTR-DIST IN E				P	74,000.	
TOTAL GAIN (LOSS)							<u>2,364,577.</u>	

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

Pursuant to IRC Regulation 53.4945-5(d)(2), The Sternlicht Family Foundation Inc (the "Foundation") 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. Accordingly, the Foundation will not include an expenditure responsibility report for this grant on its future Forms 990-PF.</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.

THE STERNLICHT FAMILY FOUNDATION INC.

26-0039094

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

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DAVID A STEIN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
BARRY STERNLICHT FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / DIR / SEC 1.00	0.	0.	0.
MIRIAM KLEIN STERNLICHT FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP / DIR 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

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, 3RD FL. FAIRFIELD, CT 06824	ADMINISTRATIVE SERVI	95,000.
TOTAL COMPENSATION		<u>95,000.</u>

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 COMMITTEE, COMMENTARY FUND 165 E 56TH ST NEW YORK, NY 10022	N/A PC	GENERAL & UNRESTRICTED	5,000
ANTI-DEFAMATION LEAGUE 605 3RD AVE NEW YORK, NY 10158	N/A PC	ANNUAL FUND YEAR-END GIFT	50,000.
AUTISM SPEAKS 85 DEVONSHIRE ST, 9TH FL BOSTON, MA 02109	N/A PC	2015 NANTUCKET WALK NOW FOR AUTISM SPEAKS	10,000
BIRTHRIGHT ISRAEL FOUNDATION 33 E 33RD ST 7TH FL NEW YORK, NY 10016	N/A PC	ANNUAL FUND YEAR-END GIFT	50,000
BROWN UNIVERSITY GIFT CASHIER BOX 1877 PROVIDENCE, RI 02912	N/A PC	ANNUAL FUND AND PROGRAMS	550,000
BROWN UNIVERSITY OF PROVIDENCE CONTROLLERS OFFICE BOX 1893 PROVIDENCE, RI 02912	N/A PC	BROWN UNIVERSITY'S BROWN BEAR GOLF CLASSIC	2,500.

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			
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		ANNUAL GIVING 2015	5,000
CHICAGO CARES INC 2 N RIVERSIDE PLZ STE 2200 CHICAGO, IL 60606	N/A PC		GENERAL & UNRESTRICTED	25,000.
CHILD MIND INSTITUTE INC 445 PARK AVE NEW YORK, NY 10022	N/A PC		GENERAL & UNRESTRICTED	10,000.
CHILDRENS HOPE INDIA INC 7 EDMERE DR ALBERTSON, NY 11507	N/A PC		CHARITABLE EVENT	7,500.
CHILDRENS HOPE INDIA INC 7 EDMERE DR ALBERTSON, NY 11507	N/A PC		CHARITABLE EVENT	5,000

THE STERNLICHT FAMILY FOUNDATION INC.

26-0039094

FORM 990BF, 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
COMMUNITY CENTERS INC 61 E PUTNAM AVE GREENWICH, CT 06830	N/A PC		GENERAL & UNRESTRICTED	10,000
CROHNS & COLITIS FOUNDATION OF AMERICA 733 3RD AVE STE 5 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		FOURTH INSTALLMENT TOWARD PLEDGE	200,000.
DANA FARBER CANCER INSTITUTE INC 10 BROOKLINE PL W, 6TH FL BROOKLINE, MA 02445	N/A PC		THIRD INSTALLMENT TOWARD PLEDGE	200,000.
EAST HARLEM VILLAGE ACADEMY CHARTER SCHOOL 35 W 124TH ST NEW YORK, NY 10027	N/A PC		GENERAL & UNRESTRICTED	50,000
EDUCATORS FOR EXCELLENCE 80 PINE ST 28TH FLR NEW YORK, NY 10005	N/A PC		ANNUAL FUND. YEAR-END GIFT	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
FRIENDS IN DEED INC 594 BROADWAY, STE 706 NEW YORK, NY 10012	N/A PC	GENERAL & UNRESTRICTED	5,000
GREENWICH EMERGENCY MEDICAL SERVICE INCORPORATED 1111 E PUTNAM AVE RIVERSIDE, CT 06878	N/A PC	GEMS AMBULANCE FUND	1,000
GREENWICH HOSPITAL 5 PERRYBRIDGE RD GREENWICH, CT 06830	N/A PC	ANNUAL FUND. YEAR-END GIFT	25,000
GREENWICH LIBRARY 101 W PUTNAM AVE GREENWICH, CT 06830	N/A PC	GENERAL & UNRESTRICTED	75,000
GREENWICH ROUNDTABLE INC PO BOX 4019 GREENWICH, CT 06831	N/A PC	ANNUAL FUND YEAR-END GIFT	1,000.
GREENWICH ROUNDTABLE INC PO BOX 4019 GREENWICH, CT 06831	N/A PC	GREENWICH ROUNDTABLE'S EDUCATION PROGRAM	2,000

FORM 990EF, 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
HARLEM RBI INCORPORATED 330 E 100TH ST 1ST FL NEW YORK, NY 10029	N/A PC	BLOOMBERG NCAA CHALLENGE	10,000.
HARVARD BUSINESS SCHOOL TEELE HALL, SOLDIERS FIELD BOSTON, MA 02163	N/A PC	HARVARD BUSINESS SCHOOL FUND FOR LEADERSHIP AND INNOVATION FOR PATHBREAKING RESEARCH	25,000.
HILLEL THE FOUNDATION FOR JEWISH CAMPUS LIFE 80 BROWN ST PROVIDENCE, RI 02906	N/A PC	BROWN RISD HILLEL	5,000.
INVENTOR 30 BROAD ST, 9TH FL NEW YORK, NY 10004	N/A PC	GENERAL & UNRESTRICTED	15,000
IMPACT 100 FAIRFIELD COUNTY 30 RIDGEBROOK RD GREENWICH, CT 06830	N/A PC	GENERAL & UNRESTRICTED	1,000
JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL 3525 PIEDMONT RD NE BLDG 6 STE 300 ATLANTA, GA 30305	N/A PC	JDRF ONE WALK ATLANTA, GA CHAPTER	5,000.

THE STERNLICHT FAMILY FOUNDATION INC.

26-0039094

ECBM 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
KIDS IN CRISIS INC 1 SALEM ST COS COB, CT 06807	N/A PC	GENERAL & UNRESTRICTED	25,000
LENOX HILL HOSPITAL 100 E 77TH ST NEW YORK, NY 10075	N/A PC	GENERAL & UNRESTRICTED	25,000
LENOX HILL HOSPITAL 100 E 77TH ST NEW YORK, NY 10075	N/A PC	CHARITABLE EVENT	25,000.
MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AVE NEW YORK, NY 10065	N/A PC	GENERAL & UNRESTRICTED	1,800
MOUNT SINAI SCHOOL OF MEDICINE OF NEW YORK UNIVERS ONE GUSTAVE L. LEVY PL, BOX 1191 NEW YORK, NY 10029	N/A PC	DUBIN BREAST CENTER OF THE TISCH CANCER INSTITUTE	15,000
NANTUCKET DREAMLAND FOUNDATION PO BOX 989 NANTUCKET, MA 02554	N/A PC	DREAMLAND THEATER'S YEAR-ROUND EDUCATION AND ENTERTAINMENT PROGRAMS	15,000

THE STERNLICHT FAMILY FOUNDATION INC.

26-0039094

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
NATURE CONSERVANCY 4245 N FAIRFAX DR STE 100 ARLINGTON, VA 22203	N/A PC	ANNUAL FUND YEAR-END GIFT	50,000
ONEGOAL 215 W SUPERIOR CHICAGO, IL 60654	N/A PC	GENERAL & UNRESTRICTED	75,000
PRESIDENT & FELLOWS OF HARVARD COLLEGE 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	N/A PC	TO ESTABLISH STERNLICHT FAMILY FOUNDATION RESEARCH FUND FOR DIABETES RESEARCH	500,000.
PROSTATE CANCER FOUNDATION 1250 4TH ST STE 360 SANTA MONICA, CA 90401	N/A PC	YOUNG INVESTIGATOR PROGRAM	25,000
PROSTATE CANCER FOUNDATION 1250 4TH ST STE 360 SANTA MONICA, CA 90401	N/A PC	THE CHARLES EVANS PCF PRO-AM TOUR	20,000.
PROSTATE CANCER FOUNDATION 1250 4TH ST STE 360 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		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
PUBLIC SQUARE PARTNERSHIP INC 1730 COMMERCE DR STE C BRIDGEPORT, CT 06605	N/A PC		GENERAL & UNRESTRICTED	50,000.
ROBIN HOOD FOUNDATION 826 BROADWAY 9TH FL NEW YORK, NY 10003	N/A PC		GENERAL & UNRESTRICTED	1,378,000
ROBIN HOOD FOUNDATION 826 BROADWAY 9TH FL NEW YORK, NY 10003	N/A PC		2015 ROBIN HOOD BENEFIT PLEDGE	470,000
SAVE THE CHILDREN FEDERATION INC 501 KINGS HWY E STE 400 FAIRFIELD, CT 06825	N/A PC		SPONSORSHIP FUND	168
SAVE THE CHILDREN FEDERATION INC 501 KINGS HWY E STE 400 FAIRFIELD, CT 06825	N/A PC		SPONSORSHIP FUND	126.
SAVE THE CHILDREN FEDERATION INC 501 KINGS HWY E STE 400 FAIRFIELD, CT 06825	N/A PC		SPONSORSHIP FUND	126

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
SEEDS OF PEACE INC. 370 LEXINGTON AVE., STE 2103 NEW YORK, NY 10017	N/A PC	ANNUAL FUND, YEAR-END GIFT	25,000
SEVENTH REGIMENT ARMORY CONSERVANCY INC DBA PARK A 643 PARK AVE, 3RD FL NEW YORK, NY 10065	N/A PC	CHARITABLE EVENT	7,500.
SEVENTH REGIMENT ARMORY CONSERVANCY INC DBA PARK A 643 PARK AVE, 3RD FL NEW YORK, NY 10065	N/A PC	CHARITABLE EVENT	10,000.
STANFORD UNIVERSITY PO BOX 20466 STANFORD, CA 94309	N/A PC	ANNUAL FUND YEAR-END GIFT	50,000
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	ANNUAL FUND AND YEAR-END GIFT	10,000

FORM 990-BE, PART IV - 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
TEMPLE SOLOM INC 300 E PUTNAM AVE GREENWICH, CT 06830	N/A PC		KOL NIDRE APPEAL	18,000.
THE MILKEN INSTITUTE 1250 4TH ST 2ND FL SANTA MONICA, CA 90401	N/A PC		FASTER CURES TRAIN INITIATIVE	100,000.
TRUSTEES OF COLUMBIA UNIVERSITY, DEPARTMENT OF PED 516 W 168TH ST FL 3 NEW YORK, NY 10032	N/A PC		DEPARTMENT OF PEDIATRICS-ENDOCRINOLOGY DIVISION	100,000
UJA FEDERATION OF GREENWICH 1 HOLLY HILL LN COS COB, CT 06807	N/A PC		ANNUAL FUND YEAR-END GIFT	50,000.
UNITED JEWISH APPEAL FEDERATION OF JEWISH PHILANTH 130 E 59TH ST NEW YORK, NY 10022	N/A PC		ANNUAL FUND YEAR-END GIFT	50,000
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024	N/A PC		GENERAL & UNRESTRICTED	12,000

THE STERNLICHT FAMILY FOUNDATION INC

26-0039094

FORM 990EF, PART IV - 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
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024	N/A PC	LEADERSHIP CIRCLE GIFT	25,000.
UNITED STATES OLYMPIC AND PARALYMPIC FOUNDATION 1 OLYMPIC PLZ COLORADO SPRINGS, CO 80909	N/A SO I	GENERAL & UNRESTRICTED	150,000.
USTA FOUNDATION INCORPORATED 70 W RED OAK LN WHITE PLAINS, NY 10604	N/A PC	ANNUAL FUND. YEAR-END GIFT.	1,000
WATERSIDE SCHOOL INC 770 PACIFIC ST STAMFORD, CT 06902	N/A PC	ANNUAL FUND YEAR-END GIFT	10,000
WHITNEY MUSEUM OF AMERICAN ART 99 GANSEVOORT ST NEW YORK, NY 10014	N/A PC	BARRY AND MINI STERNLICHT EDUCATION ENDOWMENT FUND	600,000.
TOTAL CONTRIBUTIONS PAID			<u>5,344,120.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 11

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>EXCLUSION</u>		<u>RELATED OR EXEMPT FUNCTION INCOME</u>
		<u>AMOUNT</u>	<u>CODE</u>	
K-1 INC/LOSS	525990	1,887.	14	-15,802.
FOREIGN CURRENCY GAIN			01	182.
TOTALS		<u>1,887.</u>		<u>-15,620.</u>