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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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation

THE LUMINESCENCE FOUNDATION, INC.

A Employer identification number

54-1989253

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

Room/suite

B Telephone number (see instructions)

2125 HATCHERS MILL ROAD

(540) 687-6644

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

MARSHALL, VA 20115

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

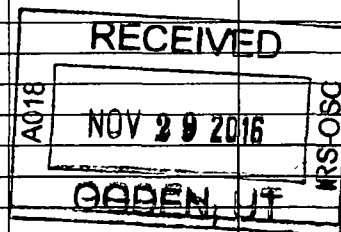
H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col (c), line
16) \$ 12,437,166.J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

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)	2,219,778.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments.	4,547.	4,547.		ATCH 1
4 Dividends and interest from securities	185,634.	185,634.		ATCH 2
5a Gross rents				
b Net rental income or (loss)	752,306.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	6,083,435.			
7 Capital gain net income (from Part IV, line 2)		2,500,585.		
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 3	463.	463.		
12 Total. Add lines 1 through 11	3,162,728.	2,691,229.		
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) ATCH 4	4,200.			
c Other professional fees (attach schedule) [5]	6,825.			
17 Interest				
18 Taxes (attach schedule) (see instructions) [6]	14,482.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 7	76,104.	75,638.		
24 Total operating and administrative expenses. Add lines 13 through 23.	101,611.	75,638.		
25 Contributions, gifts, grants paid	678,188.			678,188.
26 Total expenses and disbursements. Add lines 24 and 25	779,799.	75,638.	0.	678,188.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	2,382,929.			
b Net investment income (if negative, enter -0-)		2,615,591.		
c Adjusted net income (if negative, enter -0-)				



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0

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(d) Fair Market Value
Assets	1	Cash - non-interest-bearing	263,032.	769,774.	769,774.
	2	Savings and temporary cash investments			
	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 8	7,170,814.	9,041,945.	11,667,392.
	c	Investments - corporate bonds (attach schedule)			
	Liabilities	11	Investments - land, buildings, and equipment basis ▶		
		Less: accumulated depreciation ▶ (attach schedule)			
12		Investments - mortgage loans			
13		Investments - other (attach schedule)			
14		Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶ (attach schedule)			
15		Other assets (describe ▶)			
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,433,846.	9,811,719.	12,437,166.
17		Accounts payable and accrued expenses			
18		Grants payable			
Net Assets or Fund Balances	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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	7,433,846.	9,811,719.	
	30	Total net assets or fund balances (see instructions)	7,433,846.	9,811,719.	
	31	Total liabilities and net assets/fund balances (see instructions)	7,433,846.	9,811,719.	

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	7,433,846.
2	Enter amount from Part I, line 27a	2	2,382,929.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,816,775.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9	5	5,056.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,811,719.

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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	2,500,585.
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.

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	601,052.	10,428,788.	0.057634
2013	587,785.	9,439,885.	0.062266
2012	513,535.	8,278,494.	0.062032
2011	349,850.	8,182,860.	0.042754
2010	496,465.	7,278,053.	0.068214

2 Total of line 1, column (d)	2	0.292900
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	0.058580
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	11,087,272.
5 Multiply line 4 by line 3	5	649,492.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26,156.
7 Add lines 5 and 6	7	675,648.
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	678,188.

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 <u>06/01/2000</u> (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	26,156.
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	26,156.
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	26,156.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	10,835.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	20,835.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	65.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	5,386.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2016 estimated tax <input type="checkbox"/> Refunded <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?		
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"/>		
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		
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? Website address ▶ N/A		
14 The books are in care of ▶ SAMUEL B. GUNTER Telephone no ▶ 540-687-6644 Located at ▶ 2125 HATCHERS MILL ROAD MARSHALL, VA ZIP+4 ▶ 20115		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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

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

	Yes	No
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"/>		X
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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)? ☐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 10		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		0.	0.	0.

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

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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
NONE		0.
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE 	
2 	
All other program-related investments See instructions	
3 NONE 	
Total. Add lines 1 through 3	

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

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	10,973,941.
b	Average of monthly cash balances	1b	282,173.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	11,256,114.
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	11,256,114.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	168,842.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,087,272.
6	Minimum investment return. Enter 5% of line 5	6	554,364.

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	554,364.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	26,156.
b	Income tax for 2015. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	26,156.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	528,208.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	528,208.
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	528,208.

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	678,188.
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	678,188.
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	26,156.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	652,032.

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				528,208.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 13, 20 12, 20 11				
3 Excess distributions carryover, if any, to 2015				
a From 2010	79,309.			
b From 2011				
c From 2012	102,600.			
d From 2013	122,645.			
e From 2014	98,013.			
f Total of lines 3a through e	402,567.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 678,188.				
a Applied to 2014, but not more than line 2a				
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				528,208.
e Remaining amount distributed out of corpus.	149,980.			
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	552,547.			
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.				
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)	79,309.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	473,238.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012	102,600.			
c Excess from 2013	122,645.			
d Excess from 2014	98,013.			
e Excess from 2015	149,980.			

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 11

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 Paid during the year				
ATCH 12				
Total			3a	678,188.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

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.		
	 SAMUEL GUNTER	11-11-16	 MANAGER
	Signature of officer or trustee	Date	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 MARTIN H LAGER	Preparer's signature <i>Martin Lager CPA</i>	Date 11/10/2016	Check <input checked="" type="checkbox"/> if self-employed	PTIN P00006252
	Firm's name ▶ MARTIN H. LAGER, CPA			Firm's EIN ▶ 11-2519984	
	Firm's address ▶ 708 THIRD AVENUE NEW YORK, NY 10017			Phone no 212 297-9111	

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 LUMINESCENCE FOUNDATION, INC.

Employer identification number

54-1989253

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 LUMINESCENCE FOUNDATION, INC.**Employer identification number
54-1989253**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	ZOHAR BEN-DOV 2125 HATCHERS MILL ROAD MARSHALL, VA 20115	\$ 2,119,778.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	TAMAR BEN-DOV 23678 MALIBU COLONY ROAD #36 MALIBU, CA 90265	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	ARIELLA BEN-DOV 10 SOUTH PORTLAND AVENUE BROOKLYN, NY 11217	\$ 50,000.	Person <input 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)

Employer identification number
54-1989253

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	VARIOUS PUBLICLY TRADED SECURITIES 	\$ <u>2,019,778.</u>	<u>12/18/2015</u>
(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 LUMINESCENCE FOUNDATION, INC.

Employer identification number

54-1989253

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

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)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					11,156.	
65,104.		910 SHRS QUALCOMM INC. PROPERTY TYPE: SECURITIES 74,383.				P	07/22/2014	01/21/2015
							-9,279.	
427,061.		5,000 SHRS TIME WARNER INC. PROPERTY TYPE: SECURITIES 399,198.				P	01/21/2015	04/27/2015
							27,863.	
102,300.		6,200 SHRS KRAFT FOOD GROUP, INC. PROPERTY TYPE: SECURITIES				P	01/29/2015	07/06/2015
							102,300.	
74,384.		4,450 SHRS HUNTSMAN CORPORATION PROPERTY TYPE: SECURITIES 100,218.				P	02/24/2015	08/18/2015
							-25,834.	
11.		PJT PARTNERS INC. PROPERTY TYPE: SECURITIES				P	10/01/2015	10/01/2015
							11.	
443,473.		9,000 SHRS LENNAR CORPROATION PROPERTY TYPE: SECURITIES 432,537.				P	02/24/2015	11/16/2015
							10,936.	
304,059.		4,250 SHRS QUALCOMM, INC. PROPERTY TYPE: SECURITIES 224,883.				P	04/13/2011	01/21/2015
							79,176.	
215,965.		12,920 SHRS HUNTSMAN CORPORATION PROPERTY TYPE: SECURITIES 353,304.				P	07/22/2014	08/18/2015
							-137,339.	
329,384.		3,200 SHRS ASHLAND, INC. PROPERTY TYPE: SECURITIES 346,652.				P	07/29/2014	08/27/2015
							-17,268.	
5,936.		PJT PARTNERS, INC. 1,055.					03/21/2013	10/06/2015
							4,881.	
309,595.		3,320 SHRS MONSANTO COMPANY PROPERTY TYPE: SECURITIES 311,965.				P	07/22/2014	11/06/2015
							-2,370.	
		3,200 SHRS AMERICAN TOWER CORPORATION PROPERTY TYPE: SECURITIES				P	08/21/2012	01/21/2015

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

Kind of Property		Description				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)	
309,674.		225,180.				84,494.	
		1,474 SHRS GOOGLE, INC. PROPERTY TYPE: SECURITIES				02/01/2008	01/27/2015
775,544.		423,304.				352,240.	
		5,200 SHRS VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES				10/30/2008	12/15/2015
237,317.		149,398.				87,919.	
		35,060 SHRS INTERVAL LEISURE GROUP, INC. PROPERTY TYPE: SECURITIES				11/30/1993	12/22/2015
543,378.		69,202.				474,176.	
		7,000 SHRS TWENTY-FIRST CENTURY FOX, INC PROPERTY TYPE: SECURITIES				08/23/1999	12/22/2015
189,624.		71,079.				118,545.	
		51,690 SHRS LIVE NATION ENTERTAINMENT PROPERTY TYPE: SECURITIES				11/30/1993	12/23/2015
1,281,719.		108,124.				1,173,595.	
		8,270 SHRS HOLLYFRONTIER CORP PROPERTY TYPE: SECURITIES				03/01/2013	01/15/2015
252,899.		292,368.				-39,469.	
		GS INVESTMENT PARTNERS - DISTRIBUTION IN PROPERTY TYPE: SECURITIES				10/01/2009	04/15/2015
204,852.						204,852.	
TOTAL GAIN(LOSS)						<u>2,500,585.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK ACCOUNTS ETAL	401.	401.
INTEREST INCOME - THE BLACKSTONE GROUP	4,146.	4,146.
TOTAL	<u>4,547.</u>	<u>4,547.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS BLACKSTONE GROUP	184,376. 1,258.	184,376. 1,258.
TOTAL	<u>185,634.</u>	<u>185,634.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BLACKSTONE GROUP LP BUSINESS INCOME	463.	463.
TOTALS	<u>463.</u>	<u>463.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PROFESSIONAL FEES	4,200.			
TOTALS	<u>4,200.</u>			

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
CONSULTING FEES	6,825.
TOTALS	<u>6,825.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAX	14,482.
TOTALS	<u>14,482.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BROKER FEES	75,638.	75,638.
FILING FEES	244.	
MISCELLANEOUS EXPENSES	222.	
TOTALS	<u>76,104.</u>	<u>75,638.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
9,725 ABBIVE, INC.	525,692.	576,109.
2,229 ALPHABET INC (FKA GOOGLE	660,113.	1,734,184.
830 AMAZON.COM, INC.	540,198.	560,989.
10,325 APPLE, INC.	595,167.	1,086,809.
9,740 BRISTOL MEYERS SQUIB	372,360.	670,015.
9,530 COMCAST CORPORATION	352,839.	537,778.
5,200 CROWN CASTLE INTL	443,519.	449,540.
4,950 FACEBOOK INC.	455,958.	518,067.
7,600 HOLOGIC, INC.	295,067.	294,044.
17,000 INOVALON HOLDINGS	365,829.	289,000.
12,000 KINDER MORGAN	401,616.	179,040.
6,200 KRAFT HEINZ, CO.	409,305.	451,112.
2,100 LOCKHEAD MARTIN	409,539.	456,015.
3,320 MONSANTO COMPANY		
12,050 PAYPAL HOLDINGS	436,295.	436,210.
15,495 PFIZER, INC.	350,167.	500,179.
350 PRICELINE.COM INC.	412,476.	446,232.
5,160 QUALCOMM, INC.		
3,200 AMERICAN TOWER CORP.	500,767.	546,814.
19,550 SABRE CORPORATION	295,721.	297,920.
3,800 SALESFORCE.COM		
8,270 HOLLYFRONTIER CORP.		
3,200 ASHLAND, INC.		
12,920 HUNTSMAN CORPORATION	287,304.	462,200.
10,000 VERIZON COMMUNICATIONS	293,669.	294,690.
3,800 VISA, INC.	321,817.	349,922.
6,925 WIRE CARD AG	316,527.	421,056.
14,400 BLACKSTONE GROUP		109,467.
GS INVESTMENT PARTNERS		
TOTALS	9,041,945.	11,667,392.

ATTACHMENT 9FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNTCHANGE IN MARKET VALUE OF DONATED
SECURITIES AT DATE OF SALE

5,056.

TOTAL

5,056.

THE LUMINESCENCE FOUNDATION, INC.

54-1989253

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
ZOHAR BEN-DOV 2125 HATCHERS MILL ROAD MARSHALL, VA 20115	PRESIDENT/DIRECTOR	0.	0.	0.	0.
LISA BEN-DOV 2125 HATCHERS MILL ROAD MARSHALL, VA 20115	VICE PRESIDENT	0.	0.	0.	0.
SAMUEL B. GUNTER 2125 HATCHERS MILL ROAD MARSHALL, VA 20115	SECRETARY/TREASURER	0.	0.	0.	0.
TAMAR BEN-DOV 23678 MALIBU COLONY ROAD #36 MALIBU, CA 90265	DIRECTOR	0.	0.	0.	0.
ARIELLA BEN-DOV 10 SOUTH PORTLAND AVENUE BROOKLYN, NY 11217	DIRECTOR	0.	0.	0.	0.

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ATTACHMENT 10

THE LUMINESCENCE FOUNDATION, INC.

54-1989253

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

ATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ANDREW ALBSTEIN 1501 BROADWAY NEW YORK, NY 10036	DIRECTOR	0.	0.	0.
SETH BRUFISKY 23354 MALIBU COLONY DRIVE MALIBU, CA 90265	DIRECTOR	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ZOHAR BEN-DOV - PRESIDENT/DIRECTOR
LISA BEN-DOV - VICE PRESIDENT
TAMAR BEN-DOV - DIRECTOR
ARIELLA BEN-DOV - DIRECTOR

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
UNISON PRESERVATION SOCIETY INC	NONE		GENERAL	1,000.
	PC			
MIDDLEBURG COMMUNITY CENTER	NONE		GENERAL	13,000.
	PC			
AFRICAN WILDLIFE FOUNDATION	NONE		GENERAL	5,000.
	PC			
TIGER CREEK	NONE		GENERAL	200.
	PC			
MARSHALL VOLUNTEER FIRE & RESCUE	NONE		GENERAL	500.
	PC			
SOME-SO OTHERS MIGHT EAT	NONE		GENERAL	500.
	PC			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
A PLACE TO BE MUSIC	NONE PC	GENERAL	1,000.
EASTER SEALS	NONE PC	GENERAL	50.
ALLEY ANIMALS	NONE PC	GENERAL	200.
STARLIGHT CHILDREN'S FOUNDATION	NONE PC	GENERAL	5,000.
AMERICAN ISRAEL EDUCATION FOUNDATION	NONE PC	GENERAL	75,000.
THE MENS HOME	NONE PC	GENERAL	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
A CHILDREN'S BRAIN TUMOR CURE FOUNDATION	NONE PC	GENERAL	2,500
PIEDMONT ENVIRONMENTAL COUNCIL	NONE PC	GENERAL	2,000.
ALLEYCAT ALLIES	NONE PC	GENERAL	250.
RESOURCES FOR CHILDREN WITH SPECIAL NEEDS	NONE PC	GENERAL	1,000.
EMMANUEL EPISCOPAL CHURCH, DSF	NONE PC	GENERAL	250.
NATIONAL MUSEUM OF RACING AND HALL OF FAME	NONE PC	GENERAL	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BLUE RIDGE HOSPICE	NONE PC	GENERAL	500.
CITY OF HOPE	NONE PC	GENERAL	2,500.
MOSBY HERITAGE AREA ASSOCIATION	NONE PC	GENERAL	1,000.
PEACE PLAYERS INTERNATIONAL	NONE PC	GENERAL	10,000.
SEVEN LOAVES SERVICES, INC.	NONE PC	GENERAL	8,000.
PROMISE PROJECT FCNY	NONE PC	GENERAL	50,000.

FORM 990OFF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ABBA	NONE PC	GENERAL	1,000.
MADD	NONE PC	GENERAL	100.
NATIONAL WILDLIFE FEDERATION	NONE PC	GENERAL	100.
JUVENILE DIABETES RESEARCH FOUNDATION	NONE PC	GENERAL	500.
THE SMILE TRAIN	NONE PC	GENERAL	250.
CLARKE COUNTY HISTORICAL ASSOCIATION	NONE PC	GENERAL	130.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE EDUCATIONAL ALLIANCE	NONE PC	GENERAL	3,000.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM	NONE PC	GENERAL	500.
MIDDLEBURG FISH	NONE PC	GENERAL	1,000.
BIDE-A-WEE	NONE PC	GENERAL	200.
BLUE RIDGE WILDLIFE CENTER	NONE PC	GENERAL	800.
CHERRY BLOSSOM BREAST CANCER FOUNDATION	NONE PC	GENERAL	100.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL SPORTING LIBRARY	NONE PC		GENERAL	5,000.
FOUNDATION FIGHTING BLINDNESS	NONE PC		GENERAL	5,000.
SPECIAL OLYMPICS	NONE PC		GENERAL	100.
THOROUGHBRED RETIREMENT FOUNDATION	NONE PC		GENERAL	500.
UPPERVILLE COLT & HORSE SHOW	NONE PC		GENERAL	5,000.
MIDDLEBURG MONTESSORI SCHOOL	NONE PC		GENERAL	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NARAL PRO-CHOICE VIRGINIA FOUNDATION	NONE PC	GENERAL	1,000.
ANIMAL RESCUE FUND	NONE PC	GENERAL	200.
CANINE COMPANION	NONE PC	GENERAL	45,000.
MARYLAND PUBLIC TELEVISION	NONE PC	GENERAL	500.
MOC BEAGLES	NONE PC	GENERAL	250.
MAYO CLINC	NONE PC	GENERAL	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW YORK PRESBYTERIAN FUND	NONE PC	GENERAL	10,000.
NOAH LOST ARK	NONE PC	GENERAL	150.
DEFENDERS OF THE WILDLIFE	NONE PC	GENERAL	100.
EVERYBODY WINS! USA	NONE PC	GENERAL	35,000.
FAUQUIER FREE CLINIC	NONE PC	GENERAL	1,000.
SAVE THE CHIMPS	NONE PC	GENERAL	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
ALZHEIMER'S ASSOCIATION-NATIONAL CHAPTER	NONE PC		GENERAL	1,000.
HUMAN RIGHTS WATCH	NONE PC		GENERAL	2,000.
JANE GOODALL INSTITUTE	NONE PC		GENERAL	5,000.
LOUDOUN THERAPEUTIC RIDING FOUNDATION	NONE PC		GENERAL	500.
FISH - CLARKE COUNTY	NONE PC		GENERAL	1,000.
ST. JUDES	NONE PC		GENERAL	1,000.

THE LUMINESCENCE FOUNDATION, INC.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SPCA INTERNATIONAL	NONE PC	GENERAL	200.
THE AMERICAN CHILDREN OF SCORE	NONE PC	GENERAL	250.
SPIRIT SERVING VETERANS	NONE PC	GENERAL	200.
OPERATION SMILE	NONE PC	GENERAL	750.
TEMPLE BETH EL	NONE PC	GENERAL	500.
PIEDMONT CHILDCARE DEVELOPMENT	NONE PC	GENERAL- MM SCHOLARSHIP	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD FEDERATION OF AMERICA	NONE PC	GENERAL	2,000.
CLARKE COUNTY HUMANE FOUNDATION	NONE PC	GENERAL	1,000.
PRO CHOICE AMERICA FOUNDATION	NONE PC	GENERAL	2,000.
SAFEHORIZON	NONE PC	GENERAL	2,000.
SFBC EDUCATION FUND	NONE PC	GENERAL	1,000.
ST. CATHARINE'S CHURCH	NONE PC	GENERAL	3,500.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DAY	NONE PC	GENERAL	100.
THE COMMUNITY MUSIC SCHOOL	NONE PC	GENERAL	500.
THE EVANS HOME	NONE PC	GENERAL	500.
THE FORMAN SCHOOL	NONE PC	GENERAL	25,000.
THE MUSEUM OF HOUNDS AND HUNTING	NONE PC	GENERAL	1,000.
MIDDLEBERG HUMANE FOUNDATION	NONE PC	GENERAL	61,296.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
USO	NONE PC	GENERAL	100.
DOCTORS WITHOUT BORDERS, USA	NONE PC	GENERAL	1,000.
WOUNDED WARRIOR PROJECT	NONE PC	GENERAL	1,000.
THE FUND FOR ANIMALS	NONE PC	GENERAL	100.
GENTLE GIANTS	NONE PC	GENERAL	100.
THE PLAINS FIRE AND RESCUE	NONE PC	GENERAL	500.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GOOSE CREEK ASSOCIATION	NONE PC		GENERAL	500.
THE XS TENNIS AND EDUCATION FOUNDATION	NONE PC		GENERAL	5,000.
INOVA LOUDOUN HOSPITAL FOUNDATION	NONE PC		GENERAL	600.
EQUINE RESCUE LEAGUE	NONE PC		GENERAL	1,000.
FAUNA & FLORA	NONE PC		GENERAL	35,000.
FOSA	NONE PC		GENERAL	100.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MIDDLEBURG FISH	NONE PC	GENERAL	1,000.
LOUDOUN FREE CLINIC	NONE PC	GENERAL	1,000.
FOOD FOR THE NEEDY	NONE PC	GENERAL	500.
FOCUSED ULTRASOUND FOUNDATION	NONE PC	GENERAL	10,000.
FRIENDS OF BLUEMONT	NONE PC	GENERAL	500.
POLYPHONY FOUNDATION	NONE PC	GRANT	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MUSEUM OF THE SHENANDOAH VALLEY	NONE PC	GENERAL	200.
SHENANDOAH NATIONAL PARK TRUST	NONE PC	GENERAL	500.
NOW FOUNDATION	NONE PC	GENERAL	2,000.
PROJECT KNAPSACK INC	NONE PC	GENERAL	2,500.
THE BARN OF ROSE HILL	NONE PC	GENERAL	250.
THE BUCHANAN HALL	NONE PC	GENERAL	6,000.

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

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE UNIVERSITY OF COLORADO BOULDER		NONE		GENERAL	50,512.
		PC			
THE UNIVERSITY OF TEXAS MD ANDERSON		NONE		GENERAL	5,000.
		PC			
THE VALENTINO ACHAK DENG FOUNDATION		NONE		GENERAL	2,500.
		PC			
TAPS		NONE		GENERAL	500.
		PC			
UPPERVILLE VOL FIRE AND RESCUE		NONE		GENERAL	500.
		PC			
THE JEWISH FOUNDATION FOR THE RIGHTEOUS		NONE		GENERAL	2,000.
		PC			

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WETA	NONE PC	GENERAL	500.
WORLD WIDE WORD	NONE PC	GENERAL	5,000.
UNITED NATIONS WATCH - USA	NONE PC	GENERAL	10,000.
WARRENTON VOL FIRE DEPT	NONE PC	GENERAL	500.
WINDSWEPT ACADEMY	NONE PC	GENERAL	10,000.
WINDY HILL FOUNDATION	NONE PC	GENERAL	500.

TOTAL CONTRIBUTIONS PAID

678,188.