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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

07/01, 2015, and ending

06/30, 2016

Name of foundation CINEREACH, LTD		A Employer identification number 20-2946241
Number and street (or P.O. box number if mail is not delivered to street address) 126 FIFTH AVE 5TH FLOOR		B Telephone number (see instructions) (212) 727-3224
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10011		C If exemption application is pending, check here ☐ D 1 Foreign organizations check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 10,638,744. J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		10,006,337.			
2 Check ☐ if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments		3,845.	3,845.	3,845.	ATCH 1
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
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 2		612,789.	79,938.	79,938.	
12 Total. Add lines 1 through 11		10,622,971.	83,783.	83,783.	
13 Compensation of officers, directors, trustees, etc.		0.			
14 Other employee salaries and wages		1,441,639.			1,441,639.
15 Pension plans, employee benefits		218,804.			218,804.
16a Legal fees (attach schedule) ATCH 3		49,479.			49,479.
b Accounting fees (attach schedule) ATCH 4		75,602.			74,022.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) [5]		113,447.			113,447.
19 Depreciation (attach schedule) and depletion		154,910.			
20 Occupancy		209,890.			209,890.
21 Travel, conferences, and meetings		192,852.			192,852.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6		936,675.			936,675.
24 Total operating and administrative expenses. Add lines 13 through 23.		3,393,298.			3,236,808.
25 Contributions, gifts, grants paid		1,341,962.			1,241,761.
26 Total expenses and disbursements. Add lines 24 and 25		4,735,260.	0.	0.	4,478,569.
27 Subtract line 26 from line 12		5,887,711.			
a Excess of revenue over expenses and disbursements			83,783.	83,783.	
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

JSA For Paperwork Reduction Act Notice, see instructions.

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SCANNED MAY 22 2017

Received in MAY 22 2017

Batching Ogden

Operating and Administrative Expenses

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		4,223,768.	8,994,090.	8,994,090.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ 579,205.				
		Less allowance for doubtful accounts ▶		153,412.	579,205.	579,205.
	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 ATCH 7		61,573.	73,281.	73,281.
	10a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 8			465,419.	465,419.	
14	Land, buildings, and equipment basis ▶ 1,389,857. Less accumulated depreciation ▶ 924,029.		570,880.	465,828.	465,828.	
15	Other assets (describe ▶ ATCH 9)		58,333.	60,921.	60,921.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		5,067,966.	10,638,744.	10,638,744.	
Liabilities	17	Accounts payable and accrued expenses		235,336.	201,306.	
	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)		235,336.	201,306.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		4,804,650.	10,437,438.	
	25	Temporarily restricted		27,980.		
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		4,832,630.	10,437,438.	
31	Total liabilities and net assets/fund balances (see instructions)		5,067,966.	10,638,744.		

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	4,832,630.
2	Enter amount from Part I, line 27a	2	5,887,711.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,720,341.
5	Decreases not included in line 2 (itemize) ▶ ATCH 10	5	282,903.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,437,438.

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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			
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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in
Part I, line 8

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☐ No

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

1 Enter the appropriate amount in each column for each year, see 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			
2013			
2012			
2011			
2010			

2 Total of line 1, column (d)**2****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****4** Enter the net value of noncharitable-use assets for 2015 from Part X, line 5**4****5** Multiply line 4 by line 3**5****6** Enter 1% of net investment income (1% of Part I, line 27b)**6****7** Add lines 5 and 6**7****8** Enter qualifying distributions from Part XII, line 4**8**

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	1,676.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	1,676.
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	1,676.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	2,433.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	7,433.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,757.	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☐ 5,757. 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?		
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) ☐ NY, _____		
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	ATCH 11	11	Yes	No
				X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.CINEREACH.ORG		13	X	
14	The books are in care of ► THE ORGANIZATION Telephone no ► 212 727 3224 Located at ► 126 FIFTH AVE NEW YORK, NY ZIP+4 ► 10011				
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 ►	16	Yes	No	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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐	☒	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐	☒	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒	☐	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐	☒	
(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)?	☐	☒	
(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)	☐	☒	
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	1b		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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ►		Yes	No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		Yes	No
b	If "Yes," did it have excess business holdings in 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)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		
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?	4b		

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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)? ☐ **5b** ☒ X
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 **ATCH 12**
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒ X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		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
ATCH 14		628,800.	58,377.	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
ATCH 15		335,335.
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 CREATIVE INITIATIVES PROGRAM SEE ATTACHED	1,930,924.
2 PRODUCTIONS PROGRAM SEE ATTACHED	1,459,079.
3 FILMMAKERS IN RESIDENCE PROGRAM SEE ATTACHED	457,861.
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 PRODUCTION COSTS - BRIMSTONE & GLORY (SEE ATTACHED)	
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	
b	Average of monthly cash balances	1b	6,608,929.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,608,929.
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	6,608,929.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	99,134.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,509,795.
6	Minimum investment return. Enter 5% of line 5	6	325,490.

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

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	4,478,569.
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	49,859.
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	4,528,428.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,528,428.

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				0.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
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 1,787,441.				
b From 2011 3,203,370.				
c From 2012 3,340,581.				
d From 2013 2,327,190.				
e From 2014 4,260,536.				
f Total of lines 3a through e	14,919,118.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>4,528,428.</u>				
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.				
e Remaining amount distributed out of corpus.	4,528,428.			
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	19,447,546.			
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)	1,787,441.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	17,660,105.			
10 Analysis of line 9				
a Excess from 2011 3,203,370.				
b Excess from 2012 3,340,581.				
c Excess from 2013 2,327,190.				
d Excess from 2014 4,260,536.				
e Excess from 2015 4,528,428.				

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
	83,783.	196,322.	75,282.	89,461.	444,848.
b 85% of line 2a	71,216.	166,874.	63,990.	76,042.	378,122.
c Qualifying distributions from Part XII, line 4 for each year listed	4,528,428.	4,260,536.	2,327,190.	3,340,581.	14,456,735.
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	4,528,428.	4,260,536.	2,327,190.	3,340,581.	14,456,735.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets	10,638,744.	5,067,966.	4,527,839.	6,668,883.	26,903,432.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	10,921,647.	5,067,966.	4,527,839.	6,668,883.	27,186,335.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	216,993.	134,319.	161,936.	164,737.	677,985.
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)	10,006,337.	4,005,785.	7,205.	4,130,750.	18,150,077.
(3) Largest amount of support from an exempt organization	6,337.	5,785.	7,205.	120,000.	139,327.
(4) Gross investment income	79,938.	196,322.	75,282.	89,461.	441,003.

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))

N/A

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

ATCH 16

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

ONLINE FORM AND LETTER OF INQUIRY WITH FILM SAMPLE

c Any submission deadlines

INFORMATION AVAILABLE ON ORGANIZATION'S WEBSITE

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

ATCH 17

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 18				
Total			3a	1,241,761.
b Approved for future payment ATCH 19				
Total			3b	100,201.

Enter gross amounts unless otherwise indicated

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

JSA
5E1492 1 000

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**

CINEREACH, LTD

Employer identification number

20-2946241

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 **CINEREACH, LTD**Employer identification number
20-2946241**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	CINEREACH FILMS LLC 126 FIFTH AVE NEW YORK, NY 10011	\$ 6,337.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	ART MENTOR FOUNDATION 65 FRONT STREET HAMILTON BERMUDA	\$ 4,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	ART II TRUST 65 FRONT STREET HAMILTON BERMUDA	\$ 6,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization **CINEREACH, LTD**

Employer identification number

20-2946241**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
<u>1</u>	TELEPHONE CHARGES PAID BY CINEREACH FILMS LLC ON BEHALF OF CINEREACH LTD	\$ <u>6,337.</u>	<u>06/30/2016</u>
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization CINEREACH, LTD

Employer identification number

20-2946241

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

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>	<u>ADJUSTED NET INCOME</u>
INTEREST	3,845.	3,845.	3,845.
TOTAL	<u>3,845.</u>	<u>3,845.</u>	<u>3,845.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
FILM PRODUCTION COST RECOVERY	532,851.		
ROYALTY INCOME - MUSIC	79,938.	79,938.	79,938.
TOTALS	612,789.	79,938.	79,938.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GENERAL LEGAL AND CORPORATE MATTERS	49,479.			49,479.
TOTALS	49,479.			49,479.

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT/FINANCIAL STATEMENTS	41,049.			41,049.
TAX RETURN FILINGS	23,817.			23,817.
OTHER ACCOUNTING MATTERS	10,736.			9,156.
TOTALS	75,602.			74,022.

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	111,819.	111,819.
EXCISE TAXES	1,628.	1,628.
TOTALS	<u>113,447.</u>	<u>113,447.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
PRODUCTION	328,166.	328,166.
OUTSIDE SERVICES	388,452.	388,452.
INSURANCE	22,457.	22,457.
HONORARIA	750.	750.
MARKETING/DISTRIBUTION AND ADVERTISING	9,910.	9,910.
OFFICE SUPPLIES	50,338.	50,338.
DUES AND SUBSCRIPTIONS	23,693.	23,693.
BANK CHARGES	1,280.	1,280.
PROJECT/FILMMAKER AND PROFESSIONAL DEVELOPMENT OFFICE EXPENSE	49,768.	49,768.
FESTIVAL/SALES/DELIVERY	33,736.	33,736.
FOREIGN EXCHANGE LOSS	22,521.	22,521.
	5,604.	5,604.
TOTALS	<u>936,675.</u>	<u>936,675.</u>

ATTACHMENT 7FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGESDESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
--	------------------------------	-----------------------

PREPAID EXPENSES

73,281.

73,281.

TOTALS

73,281.

73,281.

ATTACHMENT 8FORM 990PF, PART II - OTHER INVESTMENTSDESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
--	------------------------------	-----------------------

INTEREST IN NET ASSETS OF US THREE LLC BEACH RATS LLC	446,350. 19,069.	446,350. 19,069.
---	---------------------	---------------------

TOTALS

	<u>465,419.</u>	<u>465,419.</u>
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FORM 990PF, PART II - OTHER ASSETSATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SECURITY DEPOSITS	58,333.	58,333.
ADVANCES AND DEPOSITS	2,588.	2,588.
TOTALS	<u>60,921.</u>	<u>60,921.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

CHANGE IN INTEREST OF NET ASSETS OF
US THREE LLC
BEACH RATS LLC

234,164.
48,739.

TOTAL

282,903.

ATTACHMENT 11FORM 990PF, PART VII-A, LINE 11A-TRANSFERS TO CONTROLLED ENTITY STATEMENT

TOTAL AMOUNT

465,419.

CONTROLLED ENTITY'S NAME: US THREE LLC
CONTROLLED ENTITY'S ADDRESS: 126 FIFTH AVE
CITY, STATE & ZIP: NEW YORK, NY 10011
EIN: 35-2558408
TRANSFER AMOUNT: 446,350.
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:
INVESTMENT

CONTROLLED ENTITY'S NAME: BEACH RATS LLC
CONTROLLED ENTITY'S ADDRESS: 126 FIFTH AVE
CITY, STATE & ZIP: NEW YORK, NY 10011
EIN: 36-4839697
TRANSFER AMOUNT: 19,069.
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:
INVESTMENT

ATTACHMENT 12FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: SEE ATTACHED
GRANTEE'S ADDRESS:
CITY, STATE & ZIP:
GRANT DATE:
GRANT AMOUNT:
GRANT PURPOSE:
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS:
VERIFICATION DATE:
RESULTS OF VERIFICATION:

Cinereach LTD

EIN: 20-2946241

Taxable Year Ending June 30, 2016

Expenditure Responsibility Report

(i) Name of Grant Recipient and Address:

Bacon Pictures
H. C. Ørstedesvej 30
1879 Frederiksberg C
Denmark

(ii) Date(s) & Amount of Grant:

11/12/2015 - \$15,000

(iii) Purpose of Grant:

To support the research and development activities of a film project, currently entitled *Your Face in Mine*, so as to foster the filmmaker's unique approach to a story of racial identity and perspective, at a critical juncture in which creative vision should be refined apart from commercial influences.

(iv) Dates of Reports Received from the Grantee

<u>Date of Report</u>	<u>For FYE</u>
07/12/2016	06/30/2016

(v) Amounts Expended by the Grantee:

\$15,000

(vi) Diversions:

To the knowledge of the Grantor, no funds have been diverted to any activities other than the activity for which the grant was originally made.

(vii) Verification:

The Grantor has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the reports was made.

Cinereach LTD

EIN: 20-2946241

Taxable Year Ending June 30, 2016

Expenditure Responsibility Report

(i) Name of Grant Recipient and Address:

Go Freestyle, LLC
8281 Melrose Ave, Suite 202
Los Angeles, CA 90046

(ii) Date(s) & Amount of Grant:

December 10, 2015 - \$40,000

(iii) Purpose of Grant:

To support the research and development activities of a film project, currently entitled *The Florida Project*, so as to foster the filmmaker's unique approach to a story of economic instability, at a critical juncture in which creative vision should be refined apart from commercial influences.

(iv) Dates of Reports Received from the Grantee

<u>Date of Report</u>	<u>For FYE</u>
07/15/2016	06/30/2016

(v) Amounts Expended by the Grantee:

\$40,000

(vi) Diversions:

To the knowledge of the Grantor, no funds have been diverted to any activities other than the activity for which the grant was originally made.

(vii) Verification:

The Grantor has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the reports was made.

Cinereach LTD

EIN: 20-2946241

Taxable Year Ending June 30, 2016

Expenditure Responsibility Report

(i) Name of Grant Recipient and Address:

Zachary Heinzerling
c/o Cinereach Ltd.
126 5th Avenue, 5th Floor
New York, NY 10011

(ii) Dates & Amount of Grant:

12/18/2015 - \$5,000

(iii) Purpose of Grant:

To support the development of a feature length film currently entitled,
the Untitled Zachary Heinzerling Project, as part of Cinereach
Filmmakers in Residence program.

(iv) Dates of Reports Received from the Grantee

<u>Date of Report</u>	<u>For FYE</u>
06/01/2016	06/30/2016

(v) Amounts Expended by the Grantee:

\$3,000

(vi) Diversions:

To the knowledge of the Grantor, no funds have been diverted to any activities other than the activity for which the grant was originally made.

(vii) Verification:

The Grantor has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the reports was made.

Cinereach LTD

EIN: 20-2946241

Taxable Year Ending June 30, 2016

Expenditure Responsibility Report

(i) Name of Grant Recipient and Address:

The Oval LLC
3821 Cimarron Street
Los Angeles, CA 90062

(ii) Date(s) & Amount of Grant:

02/03/2016 - \$26,500

(iii) Purpose of Grant:

To support the research and development activities of a film project, currently entitled *Paper Tigers*, so as to foster the filmmaker's unique approach to a story of civil rights, at a critical juncture in which creative vision should be refined apart from commercial influences.

(iv) Dates of Reports Received from the Grantee

<u>Date of Report</u>	<u>For FYE</u>
08/17/2016	06/30/2016
01/17/2017	06/30/2016

(v) Amounts Expended by the Grantee:

\$26,500

(vi) Diversions:

To the knowledge of the Grantor, no funds have been diverted to any activities other than the activity for which the grant was originally made.

(vii) Verification:

The Grantor has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the reports was made.

Cinereach LTD

EIN: 20-2946241

Taxable Year Ending June 30, 2016

Expenditure Responsibility Report

(i) Name of Grant Recipient and Address:

Young Jean Lee
c/o Cinereach Ltd.
126 5th Avenue, 5th Floor
New York, NY 10011

(ii) Dates & Amount of Grant:

12/18/2015 - \$2,500

(iii) Purpose of Grant:

To support the research and development of a feature length film currently entitled, *the Untitled Young Jean Lee Project*, as part of Cinereach Filmmakers in Residence program.

(iv) Dates of Reports Received from the Grantee

<u>Date of Report</u>	<u>For FYE</u>
05/30/2016	06/30/2016

(v) Amounts Expended by the Grantee:

\$2,500

(vi) Diversions:

To the knowledge of the Grantor, no funds have been diverted to any activities other than the activity for which the grant was originally made.

(vii) Verification:

The Grantor has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the reports was made.

Cinereach LTD

EIN: 20-2946241

Taxable Year Ending June 30, 2016

Expenditure Responsibility Report

(i) Name of Grant Recipient and Address:

Michelange Quay
c/o Cinereach Ltd.
126 5th Avenue, 5th Floor
New York, NY 10011

(ii) Date(s) & Amount of Grant:

12/18/2015 - \$12,000

(iii) Purpose of Grant:

To support the research and development activities of a feature length film, currently entitled *Haiti Ground Zero*, as part of Cinereach Filmmakers in Residence program.

(iv) Dates of Reports Received from the Grantee

<u>Date of Report</u>	<u>For FYE</u>
06/15/ 2016	06/30/2016

(v) Amounts Expended by the Grantee:

\$12,000

(vi) Diversions:

To the knowledge of the Grantor, no funds have been diverted to any activities other than the activity for which the grant was originally made.

(vii) Verification:

The Grantor has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the reports was made.

Cinereach LTD

EIN 20-2946241

Taxable Year Ending June 30, 2016

Expenditure Responsibility Report

(i) Name of Grant Recipient and Address

Brimstone LLC
825 Frenchmen St.
New Orleans, LA 70116

(ii) Dates & Amount of PRI:

08/07/2015	\$42,000
12/17/2015	\$105,962
01/08/2016	\$101,938

Total: \$249,900

(iii) Purpose of Grant:

To fund the production costs of a documentary film entitled, *Brimstone & Glory*, for its dynamically crafted portraiture of Tultepec, Mexico's firework traditions that has the potential to expand audience's contemplation of cultural experience.

(iv) Dates of Reports Received from the Grantee.

Date of Report	For FYE
11/09/2015	06/30/2016
12/16/2015	06/30/2016
11/21/2016	06/30/2017
01/11/2017	06/30/2017

Brimstone LLC has submitted a full and complete financial report of the type ordinarily required by commercial investors under similar circumstances and a certification that it has complied with the terms of the investment. According to the above reports, the grant funds are being deployed for the above documentary film.

(v) Amounts Expended by the Grantee

\$210,188

(vi) Diversions:

To the knowledge of the Grantor, no funds have been diverted to any activities other than the activity for which the grant was originally made.

(vii) Verification:

The Grantor has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the reports was made

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
MICHAEL J RAISLER 126 FIFTH AVE 5TH FLOOR NEW YORK, NY 10011	CREATIVE DIRECTOR 40.00	152,000.	12,164.
WOO JUNG CHO 126 FIFTH AVE 5TH FLOOR NEW YORK, NY 10011	HEAD OF BUSI AFFAIRS 40.00	147,000.	12,164.
CAROLINE KAPLAN 126 FIFTH AVE 5TH FLOOR NEW YORK, NY 10011	HEAD OF CREATIVE INT 40.00	145,800.	9,721.
ANDREW GOLDMAN 126 FIFTH AVE 5TH FLOOR NEW YORK, NY 10011	HEAD OF PRODUCTION 40.00	92,000.	12,164.
NATALIE DIFFORD 126 FIFTH AVE 5TH FLOOR NEW YORK, NY 10011	FELLOWSHIP MANAGER 40.00	92,000.	12,164.
	TOTAL COMPENSATION	<u>628,800.</u>	<u>58,377.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
JOURNEYMAN PICTURES LLC 225 W 13TH ST NEW YORK, NY 10011	PRODUCTION	179,167.
ANDREAS ESBERG & CO LLP 909 THIRD AVE 28TH FL NEW YORK, NY 10022	ACCOUNTING	75,039.
MACKTEZ CORPORATION 137 GRAND STREET NEW YORK, NY 10013	IT SUPPORT	81,129.
	TOTAL COMPENSATION	<u>335,335.</u>

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

MAXIMUM \$50,000 PER PROJECT, PER GRANT CYCLE, NO MULTI YEAR GRANTS.
GRANT COMMITTEE MAY DETERMINE OTHER LIMITATIONS OR EXCEPTIONS ON A
CASE BY CASE BASIS.

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

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INTERNATIONAL DOCUMENTARY ASSOCIATION ATTN: AMY HALPIN 3470 WILSHIRE BLVD., SUITE 980 LOS ANGELES, CA 90010	PC	FILM PRODUCTION	52,632.
FILM FORUM, INC ATTN: CHAD BOLTON 209 W HOUSTON STREET NEW YORK, NY 10014-4837	PC	FILM PRODUCTION	36,842.
WOMEN MAKE MOVIES, INC ATTN: BARBARA GHAMMASHI 115 W. 29TH ST STE 1200 NEW YORK, NY 10001	PC	FILM PRODUCTION	122,341.
SUNDANCE INSTITUTE 5900 WILSHIRE BLVD. SUITE 800 LOS ANGELES, CA 90036	PC	FILM PRODUCTION	100,000.
KARIN CHIEN C/O CINEREA CH 126 FIFTH AVE 5TH FL NEW YORK, NY 10011	NONE I	PRODUCER AWARD	50,000.
JULIE GOLDMAN C/O CINEREA CH 126 FIFTH AVE 5TH FL NEW YORK, NY 10011	NONE I	PRODUCER AWARD	50,000.

ATTACHMENT 18

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BACON PICTURES H.C. ORSTEDSCEJ 30 1879 FREDERIKSBERG C DENMARK	POF	FILM PRODUCTION	15,000.
CINEMA TROPICAL INC ATTN CARLOS GUTIERREZ 611 BROADWAY, SUITE 836 NEW YORK, NY 10012	PC	FILM PRODUCTION	21,505.
COURT 13 ARTS INC 2822 BURGUNDY STREET NEW ORLEANS, LA 70117	PC	FILM PRODUCTION	300,000.
FRACTURED ATLAS PRODUCTIONS, INC ATTN: THERESA HUBBARD 248 W 35TH STREET, 10TH FLOOR NEW YORK, NY 10001	PC	FILM PRODUCTION	21,505.
GEORGE WASHINGTON UNIVERSITY ATTN: SHARON HEINLE AVP COMPTLR 45155 RESEARCH PLACE 151 ASHBURN, VA 20147	PC	FILM PRODUCTION	21,739.
GO FREESTYLE, LLC ATTN: KEVIN CHINYOY 8281 MELROSE AVENUE, SUITE 202 LOS ANGELES, CA 90046	POF	FILM PRODUCTION	40,000.

ATTACHMENT 18

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORTHWEST FILM FORUM ATTN: LINE SANDSMARK 1515 12TH AVE SEATTLE, WA 98122	PC	FILM PRODUCTION	53,476.
RATTAPALLAX INCORPORATED ATTN: RAM DEVINENI 2217 THOMPSON STREET, STE 353 NEW YORK, NY 10012	PC	FILM PRODUCTION	31,579.
SUNDIAL FILM INITIATIVE, INC 185 GREEN STREET, APT 3L BROOKLYN, NY 11222	PC	FILM PRODUCTION	11,895.
THE FILMMAKER FUND ATTN: GEORGE RUSH 424 AVILA STREET SAN FRANCISCO, CA 94123	PC	FILM PRODUCTION	17,347.
THE OVAL, LLC 3821 CIMARRON STREET LOS ANGELES, CA 90062	POF	FILM PRODUCTION	26,500.
BRIMSTONE LLC 720 MANDEVILLE STREET NEW ORLEANS, LA 70117	POF	PROGRAM-RELATED INVESTMENTS	249,900.

ATTACHMENT 18

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YOUNG JEAN LEE C/O CINEREA CH 126 FIFTH AVE 5TH FL NEW YORK, NY 10011	NONE I	FILMMAKERS IN RESIDENCE PROGRAM	2,500.
ZACHARY HEINZERLING C/O CINEREA CH 126 FIFTH AVE 5TH FL NEW YORK, NY 10011	NONE I	FILMMAKERS IN RESIDENCE PROGRAM	5,000.
MICHAELANGE QUAY C/O CINEREA CH 126 FIFTH AVE 5TH FL NEW YORK, NY 10011	NONE I	FILMMAKERS IN RESIDENCE PROGRAM	12,000.
TOTAL CONTRIBUTIONS PAID			1,241,761.

ATTACHMENT 18

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 19

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

BRITDOC INC 45 MAIN STREET, SUITE 547 BROOKLYN, NY 11201	PC	FILM PRODUCTION	26,316.
THE INDEPENDENT FEATURE PROJECT, INC C/O MADE IN NY MEDIA CENTER 30 JOHN STREET BROOKLYN, NY 11201	PC	FILM PRODUCTION	42,553.
THE SCRIBE VIDEO CENTER, INC ATTN: ALEXIS CHOROS 4212 CHESTNUT STREET, 3RD FLOOR PHILADELPHIA, PA 19104	PC	FILM PRODUCTION	31,332.

TOTAL CONTRIBUTIONS APPROVED

100,201.

CINEREA CH, LTD

20-2946241

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

ATTACHMENT 20

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT	
				AMOUNT	FUNCTION INCOME
ROYALTY INCOME			15	79,938.	532,851.
PRODUCTION COST RECOVERIES					
TOTALS				79,938.	532,851.

Cinereach
Fixed Asset Depreciation Schedule
FY16

Key: Additions 49,859

	Date In Service	Book Cost	BOY Depreciation	CY Depreciation	Total Depreciation	NBV EOY	Method	Period
Computer/Program Equipment								
FY16 Purchases	VAR	23,825	0	2,383	2,383	21,443	S/L	5
FY15 Purchases	VAR	391,861	39,186	78,372	117,558	274,302	S/L	5
FY14 Purchases	VAR	33,236	9,971	6,647	16,618	16,618	S/L	5
FY13 Purchases	VAR	121,468	60,734	24,294	85,028	36,440	S/L	5
FY12 Purchases	VAR	71,274	49,892	14,255	64,147	7,127	S/L	5
FY 2011 Purchases	VAR	18,225	16,402	1,823	18,225	(0)	S/L	5
FY 2010 Purchases	VAR	88,221	88,221	0	88,221	(0)	S/L	5
FY 2009 Purchases	VAR	5,863	5,863	0	5,863	0	S/L	5
FY 2007 Purchases	2/8/07	5,868	5,868	0	5,868	(0)	S/L	5
FY 2006 Purchases	10/13/06	10,963	10,963	0	10,963	0	S/L	5
FY14 Purchases	VAR	15,395	3,299	2,199	5,498	9,897	S/L	7
FY 2009 Purchases	10/10/2008	1,107	1,028	79	1,107	(0)	S/L	7
FY 2006 Purchases	10/1/06	34,243	34,243	0	34,243	(0)	S/L	7
		821,549						
Furniture and Fixtures								
FY15 Purchases	VAR	26,034	0	1,860	1,860	24,174	S/L	7
FY15 Purchases	VAR	48,057	3,433	6,865	10,298	37,759	S/L	7
FY14 Purchases	VAR	19,782	4,239	2,826	7,065	12,717	S/L	7
FY13 Purchases	VAR	10,028	3,581	1,433	5,014	5,014	S/L	7
FY12 Purchases	VAR	51,343	25,671	7,335	33,006	18,337	S/L	7
FY 2011 Purchases	VAR	1,324	851	189	1,040	284	S/L	7
FY 2010 Purchases	VAR	18,999	14,928	2,714	17,642	1,357	S/L	7
FY 2008 Purchases	VAR	4,015	4,015	0	4,015	(0)	S/L	7
FY 2008 Purchases	VAR	10,564	10,564	0	10,564	0	S/L	7
FY 2007 Purchases	4/27/07	1,586	1,586	0	1,586	(0)	S/L	7
FY 2006 Purchases	10/15/06	12,529	12,530	0	12,530	(0)	S/L	7
		204,260						
Leasehold Improvements								
FY12 Purchases	VAR	3,600	2,520	720	3,240	360	S/L	5
FY 2011 Purchases	VAR	9,178	8,260	918	9,177	0	S/L	5
FY 2010 Purchases	VAR	135,549	135,549	0	135,549	0	S/L	5
FY 2009 Additions	VAR	215,722	215,722	0	215,722	0	S/L	5
		364,049						
Totals		1,389,859	769,119	154,911	924,030	465,828		

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
PHILIPP ENGELHORN 126 FIFTH AVE 5TH FLOOR NEW YORK, NY 10011	CHAIRMAN / SECRETARY 40.00	0.	0.
BRUCE RABB 126 FIFTH AVE 5TH FLOOR NEW YORK, NY 10011	DIRECTOR 1.00	0.	0.
JOACHIM SCHUETZ 126 FIFTH AVE 5TH FLOOR NEW YORK, NY 10011	TREASURER 1.00	0.	0.
GRAND TOTALS		0.	0.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

CINEREACH LTD
126 FIFTH AVE 5TH FL
NEW YORK, NY 10011
212-727-3224

THE ORGANIZATION ACCEPTS
APPLICATIONS VIA ITS WEBSITE

CINEREACH.ORG AND FIELDS INQUIRIES
ABOUT GRANTS VIA EMAIL AT

GRANTS@CINEREACH.ORG