Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: THE STERNLICHT FAMILY FOUNDATION INC.

A Employer identification number: 26-0039094

Number and street (or P O box number if mail is not delivered to street address): FOUNDATION SOURCE 501 SILVERSIDE RD

Room/suite:

B Telephone number (see instructions): (800) 839-1754

City or town, state or province, country, and ZIP or foreign postal code: WILMINGTON, DE 19809-1377

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: [X] 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)* ▶ $ 73,401,613.

J Accounting method: [X] 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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	36,028.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	7,082.	7,082.		
	4 Dividends and interest from securities	1,311,393.	1,311,393.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-108,149.			
	b Gross sales price for all assets on line 6a 8,727,303.				
	7 Capital gain net income (from Part IV, line 2)		2,335,250.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 1	83,624.	43,499.		
	12 **Total.** Add lines 1 through 11	1,329,978.	3,697,224.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)[2]	59,377.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 3	148,342.	45,151.		95,025.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	207,719.	45,151.		95,025.
	25 Contributions, gifts, grants paid	47,158,053.			5,466,300.
	26 **Total expenses and disbursements** Add lines 24 and 25	47,365,772.	45,151.		5,561,325.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-46,035,794.			
	b **Net investment income** (if negative, enter -0-)		3,652,073.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	28,577,696.	9,306,681.	9,306,681.
	3	Accounts receivable ▶ 58,367.			
		Less allowance for doubtful accounts ▶		58,367.	58,367.
	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) ▶ *		* 2,153,422.	ATCH 4
		Less allowance for doubtful accounts ▶		2,153,422.	2,264,951.
	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 5	37,682,060.	16,599,710.	20,190,746.
	c	Investments - corporate bonds (attach schedule)	2,992,170.		
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 6	20,338,341.	18,438,167.	41,580,868.
	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)	89,590,267.	46,556,347.	73,401,613.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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. ▶ [X]			
	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	89,590,267.	46,556,347.	
	30	**Total net assets or fund balances** (see instructions)	89,590,267.	46,556,347.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	89,590,267.	46,556,347.	

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	89,590,267.
2	Enter amount from Part I, line 27a	2	-46,035,794.
3	Other increases not included in line 2 (itemize) ▶ ATCH 7	3	3,001,874.
4	Add lines 1, 2, and 3	4	46,556,347.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	46,556,347.

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)
1 a 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** 2,335,250.

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))
2015	5,395,772.	115,186,116.	0.046844
2014	2,640,259.	110,914,398.	0.023804
2013	3,688,795.	83,615,272.	0.044116
2012	1,002,327.	54,246,559.	0.018477
2011	962,607.	45,666,827.	0.021079

2	**Total** of line 1, column (d) . . .	2	0.154320
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	0.030864
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 . . .	4	105,252,108.
5	Multiply line 4 by line 3 . . .	5	3,248,501.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	36,521.
7	Add lines 5 and 6 . . .	7	3,285,022.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	5,561,325.

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	36,521.
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	36,521.
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	36,521.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 . . . . 6a 96,743.		
b	Exempt foreign organizations - tax withheld at source . . . 6b		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments Add lines 6a through 6d	7	96,743.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	60,222.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 37,000. **Refunded** ▶	11	23,222.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? ATCH 8 *If "Yes," attach the statement required by General Instruction T*	5	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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		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)	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754
Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ 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)	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 2016 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 2016)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . [ ] Yes [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . [ ] Yes [X] No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) . . . . [X] 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 [X] 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? . . ATCH 9 . . . . . [X] 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 [X] 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 [X] 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 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				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 11		95,000.
Total number of others receiving over $50,000 for professional services ▶		0.

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 ▶	

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	33,235,675.
b	Average of monthly cash balances	1b	31,661,652.
c	Fair market value of all other assets (see instructions)	1c	41,957,605.
d	**Total** (add lines 1a, b, and c)	1d	106,854,932.
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	106,854,932.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,602,824.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	105,252,108.
6	**Minimum investment return.** Enter 5% of line 5	6	5,262,605.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	5,262,605.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	36,521.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	5,279.		
c	Add lines 2a and 2b			2c	41,800.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	5,220,805.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	5,220,805.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	5,220,805.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	5,561,325.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,561,325.
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	36,521.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,524,804.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				5,220,805.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			5,452,525.	
b Total for prior years 20 14 ,20 13 ,20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 5,561,325.				
a Applied to 2015, but not more than line 2a			5,452,525.	
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 2016 distributable amount				108,800.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				5,112,005.
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 2011 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				-
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
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 12

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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 13				
Total . . . . ▶ **3a**				47,158,053.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7,082.	
4 Dividends and interest from securities			14	1,311,393.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	-791.	18	-107,358.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 14		40,106.		43,518.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		39,315.		1,254,635.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,293,950.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

Barry Sternlicht | 11/14/17 | President

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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	11/13/2017		P01345770

Firm's name ▶ FOUNDATION SOURCE — Firm's EIN ▶ 510398347

Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042 — Phone no 800-839-1754

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

Schedule of Contributors

▶ **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.*

OMB No 1545-0047

2016

Name of the organization
THE STERNLICHT FAMILY FOUNDATION INC.

Employer identification number
26-0039094

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE STERNLICHT FAMILY FOUNDATION INC.

Employer identification number 26-0039094

Part I **Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LEGACY VENTURE VI, LLC C/O LEGACY VENTURE MNGT, 180 LYTTON AVE PALO ALTO, CA 94301	$ 36,028.	Person [X] 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)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization THE STERNLICHT FAMILY FOUNDATION INC.

Employer identification number 26-0039094

Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

Name of organization THE STERNLICHT FAMILY FOUNDATION INC.

Employer identification number 26-0039094

Part III ***Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $ ____________
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(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

(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

(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

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

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities				$ 8,708,997	$ 8,873,673	$ (164,676)
Passthrough K-1 Capital Gain/(Loss) - non UBI						$ 39,012
Reservoir Capital Overseas Ptr - Dist in excess of basis				$ 18,306		$ 18,306
Total included in Part IV.				$ 8,727,303	$ 8,873,673	$ (107,358)
Passthrough K-1 Capital Gain/(Loss) - UBI						$ (791)
Part I, Line 6a Total·						$ (108,149)

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS OCH-ZIFF CAPITAL MGMT GROUP	-6,198.	-6,109.
K-1 INC/LOSS RESERVOIR CAPITAL INV PARTN	86,622.	46,408.
INTEREST INCOME FROM NOTES RECEIVABLE	3,200.	3,200.
TOTALS	83,624.	43,499.

ATTACHMENT 2

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
990-PF EXCISE TAX FOR 2016	53,300.
990-PF EXCISE TAX FOR 2015	2,043.
990-T TAX FOR 2015	4,000.
IRS MISCELLANEOUS FEE	34.
TOTALS	59,377.

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	95,000.		95,000.
K-1 EXP OCH-ZIFF CAPITAL MGMT	9,812.	1,801.	
K-1 EXP RESERVOIR CAPITAL INV	42,630.	42,475.	
STATE OR LOCAL FILING FEES	25.		25.
BANK FEES	875.	875.	
TOTALS	148,342.	45,151.	95,025.

ATTACHMENT 4

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	CONTURA ENERGY INC.
ORIGINAL AMOUNT:	1,611,622.
INTEREST RATE:	27.6100 %
DATE OF NOTE:	10/27/2016
MATURITY DATE:	03/17/2017
REPAYMENT TERMS:	QUARTERLY INTEREST PAYMENTS
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	INVESTMENT
DESCRIPTION AND FMV OF CONSIDERATION:	CASH 1,611,622.

ENDING BALANCE DUE .... 1,611,622.

ENDING FAIR MARKET VALUE .... 1,692,087.

BORROWER:	CONTURA ENERGY INC.
ORIGINAL AMOUNT:	541,800.
INTEREST RATE:	24.0500 %
DATE OF NOTE:	10/06/2016
MATURITY DATE:	03/17/2017
REPAYMENT TERMS:	QUARTERLY INTEREST PAYMENTS
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	INVESTMENT
DESCRIPTION AND FMV OF CONSIDERATION:	CASH 541,800.

ENDING BALANCE DUE .... 541,800.

ENDING FAIR MARKET VALUE .... 572,864.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 2,153,422.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 2,264,951.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BED BATH & BEYOND INC	921,338.	576,682.
EQUINIX, INC	2,484,510.	4,286,061.
FORD MOTOR COMPANY	1,447,380.	1,147,498.
GENERAL MOTORS	1,946,395.	1,647,932.
HYATT HOTELS CORP	705,456.	784,139.
JP MORGAN CHASE	504,813.	1,020,379.
LOWES COMPANIES INC	1,163,035.	2,405,207.
MICRON TECHNOLOGY	955,661.	964,239.
QUALCOMM INC	530,910.	468,788.
RYANAIR HOLDINGS PLC.	237,564.	636,539.
STARWOOD PROPERTY TRUST INC	4,995,055.	5,562,591.
STARWOOD WAYPOINT HOMES	707,593.	690,691.
TOTALS	16,599,710.	20,190,746.

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CASTLE RIDGE REAL ESTATE FUND	4,000,000.	3,545,306.
CHANGE.ORG, INC - SER C PFD	500,003.	500,003.
OCH-ZIFF CAPITAL MGMT GROUP	274,031.	78,282.
RESERVOIR CAPITAL INV PARTNERS	1,431,477.	1,811,410.
RESERVOIR CAPITAL OVERSEAS PTN		385,227.
STARWOOD DISTRESSED OPP FD INT	189,288.	2,174,654.
STARWOOD DISTRESSED OPP FD US	1,903,241.	7,045,285.
TILDEN PARK OFFSHORE INVESTMEN	10,000,000.	25,648,687.
YORK INVESTMENT LIMITED	140,127.	392,014.
TOTALS	18,438,167.	41,580,868.

ATTACHMENT 7

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
IN-KIND GRANTS - EXCESS OF FMV OVER BV	3,001,874.
TOTAL	3,001,874.

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)	
		PUBLICLY-TRADED SECURITIES						
8,708,997.		6,431,065.					2,277,932.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)						
							39,012.	
		RESERVOIR CAP - DIST IN EXCESS OF BASIS						
18,306.							18,306.	
TOTAL GAIN(LOSS)							2,335,250.	

ATTACHMENT 8

FORM 990PF, PART VII-A - LIQUIDATION, TERMINATION, ETC. STATEMENT

AS EXPLAINED BELOW, THE FOUNDATION HAS NO PLANS FOR DISSOLUTION.

THIS STATEMENT IS SUBMITTED TO REPORT THE DISTRIBUTION OF CERTAIN ASSETS DURING THE YEAR. THE DISTRIBUTIONS RESULTED IN A SUBSTANTIAL CONTRACTION OF ASSETS.

THE FOLLOWING INFORMATION IS SUBMITTED IN ACCORDANCE WITH TREASURY REGULATION SECTION 1.6043-3(A)(1) AND THE FORM 990-PF INSTRUCTIONS: DURING THE TAXABLE YEAR ENDING DECEMBER 31, 2016, THE FOUNDATION MADE DISTRIBUTIONS FROM ASSETS FROM SOURCES OTHER THAN CURRENT INCOME. COLLECTIVELY, THE DISTRIBUTIONS IN EXCESS OF CURRENT INCOME TOTALED $47,144,278 (OF WHICH $41,691,753 WERE DISTRIBUTIONS TO PRIVATE FOUNDATIONS NOT TREATED AS QUALIFYING DISTRIBUTIONS). THIS AMOUNT REPRESENTS MORE THAN 25% OF THE FOUNDATION'S NET ASSETS OF $113,831,935 (AS MEASURED BY FAIR MARKET VALUE) AT THE BEGINNING OF THE FOUNDATION'S TAXABLE YEAR ENDING DECEMBER 31, 2016. ALTHOUGH THE FOUNDATION TECHNICALLY EXPERIENCED A SUBSTANTIAL CONTRACTION, IT WILL CONTINUE IN EXISTENCE AND HAS NO PLANS FOR DISSOLUTION.

THE FOUNDATION MADE DISTRIBUTIONS OF CASH AND SECURITIES TO THE GRANTEES LISTED IN THE ATTACHMENT TO PART XV, LINE 3A; EACH SUCH GRANT WAS MADE SOLELY FOR THE CHARITABLE PURPOSE SPECIFIED THEREIN.

Part VII-A, Line 11 (990-PF) – Controlled Entity

Name of Controlled Entity: Castle Ridge Real Estate Fund Ltd.
EIN N/A
Street Address c/o Maples Corporate Services Ltd, PO Box 309, Grand Cayman, Cayman Islands KY1-1104
This entity is not an excess business holding
No transfers were made during 2016 from the Foundation to this entity or from this entity to the Foundation.

ATTACHMENT 9

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

GRANTEE'S NAME: THE BARRY AND MIMI STERNLICHT FOUNDATION
GRANTEE'S ADDRESS: 501 SILVERSIDE RD
CITY, STATE & ZIP: WILMINGTON, DE 19809
GRANT DATE: 10/14/2016
GRANT AMOUNT: 38,371,753.
GRANT PURPOSE: CAPITAL ENDOWMENT
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS: EXPECTED IN 2017
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

GRANTEE'S NAME: M K REICHERT STERNLICHT FOUNDATION
GRANTEE'S ADDRESS: 501 SILVERSIDE RD
CITY, STATE & ZIP: WILMINGTON, DE 19809
GRANT DATE: 08/05/2016
GRANT AMOUNT: 3,320,000.
GRANT PURPOSE: CAPITAL ENDOWMENT
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS: EXPECTED IN 2017
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

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 TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DAVID A STEIN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
BARRY STERNLICHT FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / DIR / SEC 1.00	0.	0.	0.
MIRIAM KLEIN STERNLICHT FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377 * REMOVED FROM POSITIONS IN 2016.	VP* / DIR*	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

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

ATTACHMENT 11

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
FOUNDATION SOURCE 55 WALLS DRIVE FAIRFIELD, CT 06824	ADMINISTRATIVE	95,000.
	TOTAL COMPENSATION	95,000.

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

BARRY STERNLICHT
MIRIAM KLEIN STERNLICHT

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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ANTI-DEFAMATION LEAGUE 605 3RD AVE NEW YORK, NY 10158	N/A PC	2016 ANNUAL APPEAL CAMPAIGN	50,000
BAIS BINYOMIN ACADEMY INC 51 CARLTON RD MONSEY, NY 10952	N/A PC	BAIS BINYOMIN STUDENT AID FUND	500
BAYES IMPACT 1390 MARKET ST PO BOX 427189 SAN FRANCISCO, CA 94102	N/A PC	GENERAL & UNRESTRICTED	25,000.
BENEATH THE WAVES INC 1200 S CONKLING ST APT 441 BALTIMORE, MD 21224	N/A PC	GENERAL & UNRESTRICTED	15,000
BIRTHRIGHT ISRAEL FOUNDATION 33 E 33RD ST 7TH FL NEW YORK, NY 10016	N/A PC	2016 ANNUAL APPEAL FUND	100,000
BROWN UNIVERSITY OF PROVIDENCE BOX 1893 PROVIDENCE, RI 02912	N/A PC	BROWN REUNION WEEKEND TENNIS ROUND ROBIN, MAY 2016 TO SUPPORT THE BROWN TENNIS AND SQUASH PROGRAMS	10,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BROWN UNIVERSITY OF PROVIDENCE CONTROLLERS OFFICE 110 ELM ST PROVIDENCE, RI 02903	N/A PC	ANNUAL GIFT AND RESTRICTED GIFT TO BE DESIGNATED IN THE FUTURE	600,000
CENTER FOR CHILDRENS ADVOCACY INC 65 ELIZABETH ST HARTFORD, CT 06105	N/A PC	GENERAL & UNRESTRICTED	10,000
CHABAD OF COLLEGE HILL INC 12 OLIVE ST PROVIDENCE, RI 02906	N/A PC	ANNUAL GIFT FUND FOR 2016	5,000
CHAI FOUNDATION INC DBA CHABAD LUBAVITCH OF MIDTOW 509 5TH AVE NEW YORK, NY 10017	N/A PC	2016 PASSOVER CELEBRATION COMMUNITY OUTREACH	10,000
CHICAGO CARES INC 2 N RIVERSIDE PLZ STE 1800 CHICAGO, IL 60606	N/A PC	GENERAL & UNRESTRICTED	15,000
CITIZENS COMMITTEE FOR NEW YORK CITY INC 77 WATER ST STE 202 NEW YORK, NY 10005	N/A PC	GENERAL & UNRESTRICTED	10,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CITY HARVEST INC 6 E 32ND ST 5TH FL NEW YORK, NY 10016	N/A PC	THANKSGIVING HOLIDAY SEASON, AND HEALTHY NEIGHBORHOODS PROGRAMS	15,000
COVENANT HOUSE 460 W 41ST ST NEW YORK, NY 10036	N/A PC	CHARITABLE EVENT	1,000
CROHNS & COLITIS FOUNDATION INC 733 3RD AVE STE 510 NEW YORK, NY 10017	N/A PC	CHARITABLE EVENT	5,000
EAST HARLEM VILLAGE ACADEMY CHARTER SCHOOL 35 W 124TH ST NEW YORK, NY 10027	N/A PC	GENERAL & UNRESTRICTED	10,000
EAST HARLEM VILLAGE ACADEMY CHARTER SCHOOL 35 W 124TH ST NEW YORK, NY 10027	N/A PC	CHARITABLE EVENT	15,000
EDUCATORS FOR EXCELLENCE 80 PINE ST 28TH FLR NEW YORK, NY 10005	N/A PC	EDUCATORS 4 EXCELLENCE 2016 ANNUAL GIFT FUND	25,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVE S NEW YORK, NY 10010	N/A PC	GENERAL & UNRESTRICTED	25,000.
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST MONTGOMERY, AL 36104	N/A PC	GENERAL & UNRESTRICTED	25,000
FEEDING SOUTH FLORIDA INC 2501 SW 32ND TERRRACE PEMBROKE PARK, FL 33023	N/A PC	ANNUAL GIFT FUND	10,000
FRESH AIR FUND 633 3RD AVE NEW YORK, NY 10017	N/A PC	GENERAL & UNRESTRICTED	15,000
FRESH AIR FUND 633 3RD AVE NEW YORK, NY 10017	N/A PC	FRESH AIR FUND'S HOLIDAY APPEAL CAMPAIGN	10,000
FRIENDSHIP CIRCLE METROWEST INC 10 MICROLAB RD LIVINGSTON, NJ 07039	N/A PC	CHARITABLE EVENT	5,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GOOD SPORTS INC 1515 HANCOCK ST STE 204 QUINCY, MA 02169	N/A PC	GENERAL & UNRESTRICTED	2,500
GRAND STREET SETTLEMENT INC 80 PITT ST NEW YORK, NY 10002	N/A PC	CHARITABLE EVENT	2,500
HAND TO HAND MINISTRIES INC PO BOX 811 MIDDLETOWN, NJ 07748	N/A PC	SENINGEN FAMILY MEMORIAL FUND	5,000
HARLEM CHILDRENS ZONE INC 35 E 125TH ST NEW YORK, NY 10035	N/A PC	CHARITABLE EVENT	5,000
HARLEM CHILDRENS ZONE INC 35 E 125TH ST NEW YORK, NY 10035	N/A PC	ANNUAL FUND CAMPAIGN	50,000
HARVARD BUSINESS SCHOOL TEELE HALL, SOLDIERS FIELD BOSTON, MA 02163	N/A PC	HARVARD BUSINESS SCHOOL CAMPAIGN AND THE CLASS OF 1986 30TH REUNION CAMPAIGN FOR HBS FUND FOR LEADERSHIP AND INNOVATION	100,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HASTY PUDDING CLUB THE INSTITUTE OF 1770 PO BOX 381940 CAMBRIDGE, MA 02238	N/A PC	GENERAL & UNRESTRICTED	10,000
HELP MALAWI 30799 PINE TREE RD BOX 327 PEPPER PIKE, OH 44124	N/A PC	GENERAL & UNRESTRICTED	5,000
HILLEL THE FOUNDATION FOR JEWISH CAMPUS LIFE 80 BROWN ST PROVIDENCE, RI 02906	N/A PC	BROWN RISD HILLEL'S ANNUAL GIFT APPEAL, FISCAL YEAR 2016 CAMPAIGN	7,500
HOSPITAL FOR SPECIAL SURGERY FUND INC 535 E 70TH ST NEW YORK, NY 10021	N/A PC	HOLIDAY APPEAL	2,500
ICAHN SCHOOL OF MEDICINE AT MOUNT SINAI ONE GUSTAVE L LEVY PL, BOX 1049 NEW YORK, NY 10029	N/A PC	TO SUPPORT THE DUBIN BREAST CENTER OF THE TISCH CANCER INSTITUTE AT MOUNT SINAI	5,000
IMENTOR 30 BROAD ST, 9TH FL NEW YORK, NY 10004	N/A PC	2016 ANNUAL GIFT FUND	50,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INNER-CITY FOUNDATION FOR CHARITY & EDUCATION INC 238 JEWETT AVE BRIDGEPORT, CT 06606	N/A PC	25 FOR 25 YEAR APPEAL TO SUPPORT THE SILVER ANNIVERSARY CELEBRATION	25,000
INNER-CITY SCHOLARSHIP FUND, INC 1011 1ST AVE, STE 1400 NEW YORK, NY 10022	N/A PC	CHARITABLE EVENT	10,000
MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AVE NEW YORK, NY 10065	N/A PC	CHARITABLE EVENT	3,000.
MILWAUKEE BUCKS FOUNDATION INC 1001 N 4TH ST MILWAUKEE, WI 53203	N/A PC	GENERAL & UNRESTRICTED	5,000
MOUNT SINAI MEDICAL CENTER OF FLORIDA INC 4300 ALTON RD MIAMI BEACH, FL 33140	N/A PC	GENERAL & UNRESTRICTED	10,000
MUSEUM OF JEWISH HERITAGE A LIVING MEMORIAL TO THE 36 BATTERY PL 4TH FL NEW YORK, NY 10280	N/A PC	CHARITABLE EVENT	18,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MUSEUM OF JEWISH HERITAGE A LIVING MEMORIAL TO THE 36 BATTERY PL 4TH FL NEW YORK, NY 10280	N/A PC	CHARITABLE EVENT	10,000
NANTUCKET CONSERVATION FOUNDATION INC PO BOX 13 NANTUCKET, MA 02554	N/A PC	2016 ANNUAL GIFT CAMPAIGN	15,000
NANTUCKET DREAMLAND FOUNDATION PO BOX 989 NANTUCKET, MA 02554	N/A PC	2016 ANNUAL GIFT CAMPAIGN	20,000
NANTUCKET FIRE DEPARTMENT 131 PLEASANT ST NANTUCKET, MA 02554	N/A GOV	GENERAL & UNRESTRICTED	500
NANTUCKET POLICE CHARITABLE ASSOC I NC 4 FAIRGROUNDS RD NANTUCKET, MA 02554	N/A PC	GENERAL & UNRESTRICTED	500
NATIONAL AUDUBON SOCIETY INC 225 VARICK ST 7TH FL NEW YORK, NY 10014	N/A PC	GENERAL & UNRESTRICTED	5,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL AUDUBON SOCIETY INC 225 VARICK ST 7TH FL NEW YORK, NY 10014	N/A PC	CHARITABLE EVENT	10,000
NATIONAL COUNCIL ON ALCOHOLISM AND DRUG DEPENDENCE 217 BROADWAY RM 712 NEW YORK, NY 10007	N/A PC	2016 ANNUAL GIFT FUND	10,000
NATURAL RESOURCES DEFENSE COUNCIL INC 40 W 20TH ST NEW YORK, NY 10011	N/A PC	RESTRICTED GIFT FOR THE STERNLICHT SUSTAINABILITY FUND	25,000
NATURAL RESOURCES DEFENSE COUNCIL INC 40 W 20TH ST NEW YORK, NY 10011	N/A PC	RESTRICTED GIFT FOR THE STERNLICHT SUSTAINABILITY FUND	375,000
NATURAL RESOURCES DEFENSE COUNCIL INC 40 W 20TH ST NEW YORK, NY 10011	N/A PC	CHARITABLE EVENT	50,000
NATURE CONSERVANCY 4245 N FAIRFAX DR STE 100 ARLINGTON, VA 22203	N/A PC	2016 ANNUAL GIFT FUND	25,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NETWORK FOR TEACHING ENTREPRENEURSHIP 120 WALL ST 18TH FL NEW YORK, NY 10005	N/A PC	BLOOMBERG'S 2016 BRACKETS FOR A CAUSE CHALLENGE TO BENEFIT NETWORK FOR TEACHING ENTREPRENEURSHIP PROGRAM	10,000
NEW YORK STAGE AND FILM COMPANY INC 214 W 29TH ST RM 1001 NEW YORK, NY 10001	N/A PC	CHARITABLE EVENT	7,500
NEW YORK STEM CELL FOUNDATION INC 619 W 54TH ST 3RD FL NEW YORK, NY 10019	N/A PC	ANNUAL GIFT FUND	25,000
NUDAY SYRIA 41 HAWTHORNE RD WINDHAM, NH 03087	N/A PC	GENERAL & UNRESTRICTED	25,000
PAN MASSACHUSETTS CHALLENGE TRUST 77 4TH AVE NEEDHAM HGTS, MA 02494	N/A PC	TO SUPPORT VOLUNTEERISM EFFORTS FOR PAN-MASS CHALLENGE BIKE-A-THON AUGUST 2016	2,000
PLANNED PARENTHOOD OF SOUTHERN NEW ENGLAND INC 345 WHITNEY AVE NEW HAVEN, CT 06511	N/A PC	GENERAL & UNRESTRICTED	2,500

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD OF SOUTHERN NEW ENGLAND INC 345 WHITNEY AVE NEW HAVEN, CT 06511	N/A PC	CHARITABLE EVENT	1,500
PRESIDENT & FELLOWS OF HARVARD COLLEGE 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	N/A PC	ADD TO EXISTING HSCI DIABETES RESEARCH FUND AND THE STERNLICHT FAMILY FOUNDATION DIABETES RESEARCH FUND UNDER THE DIRECTION OF PROFESSOR DOUGLAS MELTON	1,000,000
RAINFOREST ALLIANCE INC 233 BROADWAY, 28TH FL NEW YORK, NY 10279	N/A PC	GENERAL & UNRESTRICTED	25,000.
RANDALLS ISLAND PARK ALLIANCE INC 24 W 61 ST 4TH FL NEW YORK, NY 10023	N/A PC	CHARITABLE EVENT	5,000
ROBIN HOOD FOUNDATION 826 BROADWAY 9TH FL NEW YORK, NY 10003	N/A PC	GENERAL & UNRESTRICTED	1,500,000
ROBIN HOOD FOUNDATION 826 BROADWAY 9TH FL NEW YORK, NY 10003	N/A PC	BE ROBIN HOOD INITIATIVE FOR 'BE A BRAIN BUILDER' PROGRAM ROBIN HOOD BENEFIT, MAY 9, 2016	1,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SAIL TO PREVAIL INC PO BOX 1264 NEWPORT, RI 02840	N/A PC	SAIL TO PREVAIL, NANTUCKET, THE NATIONAL DISABLED SAILING PROGRAM	2,500
SEEDS OF PEACE INC 370 LEXINGTON AVE STE 1201 NEW YORK, NY 10017	N/A PC	CHARITABLE EVENT	15,000
SHINING HOPE FOR COMMUNITIES INC 175 VARICK ST, 5TH FL NEW YORK, NY 10014	N/A PC	GENERAL & UNRESTRICTED	25,000
SIMON WIESENTHAL CENTER 1399 S ROXBURY 2ND FL LOS ANGELES, CA 90035	N/A PC	CHARITABLE EVENT	25,000
M K REICHERT STERNLICHT FOUNDATION 501 SILVERSIDE RD WILMINGTON, DE 19809	N/A PF	EXPENDITURE RESPONSIBILITY GRANT	3,320,000
TEACH FOR AMERICA - CONNECTICUT 370 JAMES ST, STE 404 NEW HAVEN, CT 06513	N/A PC	GENERAL & UNRESTRICTED	225,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEMPLE SHOLOM INC 300 E PUTNAM AVE GREENWICH, CT 06830	N/A PC	SISTERHOOD OF TEMPLE SHOLOM'S HIGH HOLIDAY SEASON	1,800
TENACITY INC 38 EVERETT ST, LOWER LEVEL BOSTON, MA 02134	N/A PC	FUNDS SUPPORT COLLEGE CAMPUS VISITS FOR GROUPS OF HIGH SCHOOL STUDENTS	2,500
THE BARRY AND MIMI STERNLICHT FOUNDATION 501 SILVERSIDE RD WILMINGTON, DE 19809	N/A PF	EXPENDITURE RESPONSIBILITY GRANT	38,371,753
THE CARTER BURDEN CENTER FOR THE AGING INC 415 E 73RD ST NEW YORK, NY 10021	N/A PC	CHARITABLE EVENT	25,000
THE FAIRFIELD COUNTY COMMUNITY FOUNDATION INC -FUN 383 MAIN AVE NORWALK, CT 06851	N/A PC	GENERAL & UNRESTRICTED	1,500
TRUSTEES OF COLUMBIA UNIVERSITY, DEPARTMENT OF PED 516 W 168TH ST FL 3 NEW YORK, NY 10032	N/A PC	RESEARCH INITIATIVES AND STUDIES HEADED BY DR SHARON OBERFIELD	50,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED JEWISH APPEAL FEDERATION OF JEWISH PHILANTH 130 E 59TH ST NEW YORK, NY 10022	N/A PC	UJA'S 2016 ANNUAL APPEAL CAMPAIGN FUND, AND PORTION OF GIFT TO SUPPORT MISSION TO ISRAEL TRIP, FOR A SPECIAL PROJECT IN ISRAEL HONORING BENNETT GOODMAN AND DOUG OSTROVER 2017 UJA-FEDERATION HOSPITALITY DIVISION RECEPTION, HONOREE BARRY STERNLICHT	200,000
UNITED STATES EQUESTRIAN TEAM FOUNDATION INC PO BOX 355 GLADSTONE, NJ 07934	N/A PC	ANNUAL APPEAL CAMPAIGN	5,000
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024	N/A PC	CHARITABLE EVENT	25,000
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024	N/A PC	ANNUAL GIFT FUND	25,000
UNITED STATES OLYMPIC AND PARALYMPIC FOUNDATION 1 OLYMPIC PLZ COLORADO SPRINGS, CO 80909	N/A SO I	USOPF MULTI-YEAR COMMITMENT PAYMENT	75,000
USC SHOAH FOUNDATION INSTITUTE FOR VISUAL HISTORY LEAVEY LIBRARY, STE 114 LOS ANGELES, CA 90089	N/A PC	CHARITABLE EVENT	50,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VILLAGE ACADEMIES INC 35 W 124TH ST 5TH FL NEW YORK, NY 10027	N/A PC	ANNUAL GIFT FUND	50,000.
WATERKEEPER ALLIANCE INC 180 MAIDEN LN STE 603 NEW YORK, NY 10038	N/A PC	WATERKEEPER ALLIANCE'S MATCHING GIFT CHALLENGE YEAR-END 2016 ANNUAL CAMPAIGN	25,000
WATERSIDE SCHOOL INC 770 PACIFIC ST STAMFORD, CT 06902	N/A PC	TO SUPPORT WATERSIDE SCHOOL'S 2016-2017 ANNUAL FUND	5,000
WORLD JEWISH CONGRESS AMERICAN SECTION INC 501 MADISON AVE NEW YORK, NY 10022	N/A PC	CHARITABLE EVENT	25,000
YEAR UP INC 45 MILK ST, 9TH FL BOSTON, MA 02109	N/A PC	TO CELEBRATE YEAR UP NEW YORK'S 10TH ANNIVERSARY	100,000
YOUNG WOMENS LEADERSHIP NETWORK INC 322 8TH AVE NEW YORK, NY 10001	N/A PC	GENERAL & UNRESTRICTED	10,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YOUNG WOMENS LEADERSHIP NETWORK INC 322 8TH AVE NEW YORK, NY 10001	N/A PC	CHARITABLE EVENT	20,000
		TOTAL CONTRIBUTIONS PAID	47,158,053

TOTAL Part I, Line 25, Col (a) and Part XV, Line 3a: $47,158,053

Less grants to private foundations not treated as qualifying distributions: $41,691,753

TOTAL Part I, Line 25, Col (d): $5,466,300

Part XV (Form 990-PF) - Distributions of Property Value at Fair Market Value at Date of Distribution

Method for Determining Fair Market Value of Securities: *Average of high/low on date granted to charity*
Method for Determining Book Value of Securities: *Cost or average of high/low on date contributed to foundation*

Description of Property	Units	Date of Distribution	Grant Recipient	Fair Market Value of Property	Book Value of Property	Value of Cash Portion of Grant	Total Amount of Grant
RYANAIR HOLDINGS PLC	46,244	10/14/2016	The Barry and Mimi Sternlicht Foundation	$ 710,537	$ 264,683		$ 710,537
SOUTHERN CAL EDISON NT - 6 250% - 12/31/2049	3,000,000	10/14/2016	The Barry and Mimi Sternlicht Foundation	$ 3,375,000	$ 2,992,170		$ 3,375,000
QUALCOMM INC	8,010	10/14/2016	The Barry and Mimi Sternlicht Foundation	$ 526,257	$ 591,458		$ 526,257
OCH-ZIFF CAPITAL MGMT GROUP LLC	26,350	10/14/2016	The Barry and Mimi Sternlicht Foundation	$ 89,063	$ 315,087		$ 89,063
MICRON TECHNOLOGY	49,011	10/14/2016	The Barry and Mimi Sternlicht Foundation	$ 825,835	$ 1,064,764		$ 825,835
LOWES COMPANIES INC	37,681	10/14/2016	The Barry and Mimi Sternlicht Foundation	$ 2,679,119	$ 1,295,850		$ 2,679,119
JP MORGAN CHASE	13,175	10/14/2016	The Barry and Mimi Sternlicht Foundation	$ 892,475	$ 562,445		$ 892,475
HYATT HOTELS CORP	15,810	10/14/2016	The Barry and Mimi Sternlicht Foundation	$ 786,706	$ 785,994		$ 786,706
GENERAL MOTORS	52,700	10/14/2016	The Barry and Mimi Sternlicht Foundation	$ 1,660,577	$ 2,168,605		$ 1,660,577
FORD MOTOR COMPANY	105,400	10/14/2016	The Barry and Mimi Sternlicht Foundation	$ 1,255,314	$ 1,612,620		$ 1,255,314
EQUINIX, INC	13,361	10/14/2016	The Barry and Mimi Sternlicht Foundation	$ 4,835,346	$ 2,645,278		$ 4,835,346
STARWOOD WAYPOINT HOMES	26,710	10/14/2016	The Barry and Mimi Sternlicht Foundation	$ 820,822	$ 788,346		$ 820,822
BED BATH & BEYOND INC	15,810	10/14/2016	The Barry and Mimi Sternlicht Foundation	$ 658,645	$ 1,026,523		$ 658,645
CASH		10/14/2016	The Barry and Mimi Sternlicht Foundation			$ 19,256,057	$ 19,256,057
Total				$ 19,115,696	$ 16,113,822	$ 19,256,057	$ 38,371,753

Form 990-PF, Part III, Line 3 - Other Increases **$ 3,001,874**

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

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	40,106.	14	40,318.	
INTEREST INCOME FROM NOTES RECEIVABLE			14	3,200.	
TOTALS		40,106.		43,518.	