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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation THE CHERNIN FAMILY FOUNDATION INC		A Employer identification number 52-2281012	
Number and street (or P O box number if mail is not delivered to street address) C/O BMG 11812 SAN VICENTE BL 200		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 90049		B Telephone number (see instructions) (310) 826-0909	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 472,317		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	583,049			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	8,578	8,527		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	290,956			
	b Gross sales price for all assets on line 6a 1,019,495				
	7 Capital gain net income (from Part IV, line 2) . . .		290,956		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	882,583	299,483		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,404	2,202		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	10,138	138		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,995	8,754		0
	24 Total operating and administrative expenses. Add lines 13 through 23	23,537	11,094		0
	25 Contributions, gifts, grants paid	715,250			715,250
	26 Total expenses and disbursements. Add lines 24 and 25	738,787	11,094		715,250
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	143,796			
	b Net investment income (if negative, enter -0-)		288,389		
c Adjusted net income(if negative, enter -0-) . . .					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part III Analysis of Changes in Net Assets or Fund BalancesForm **990-PF** (2016)

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 SECURITIES HELD AT JP MORGAN- 9001	D		2016-12-31
b SECURITIES HELD AT JP MORGAN- 9001	D		2016-12-31
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 210,511		183,358	27,153
b 808,984		545,181	263,803
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) F M V as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (j) over col (k), if any	
a			27,153
b			263,803
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	290,956
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 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	520,250	339,653	1 531710
2014	545,600	360,015	1 515492
2013	381,825	429,634	0 888722
2012	1,070,403	244,277	4 381923
2011	1,197,124	693,051	1 727325

2 Total of line 1, column (d)	2	10 045172
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	2 009034
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	372,619
5 Multiply line 4 by line 3	5	748,604
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,884
7 Add lines 5 and 6	7	751,488
8 Enter qualifying distributions from Part XII, line 4	8	715,250

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 ☐ and enter 1% of Part I, line 27b	1	5,768
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	0
3	Add lines 1 and 2.	3	5,768
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	5,768
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	10,041
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	10,041
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	62
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	4,211
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 4,211 Refunded ☐	11	0

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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
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	No
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	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
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	Yes
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	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA, 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	Yes
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	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	Yes

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of BRENTWOOD MANAGEMENT GROUP Telephone no (310) 826-0909			

Located at **11812 SAN VICENTE BLVD 200 LOS ANGELES CA**ZIP+4 **90049**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐	15		
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	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). 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.**

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? ☐ 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		
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		No
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 ▶ 20____, 20____, 20____, 20____			
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 ▶ 20____, 20____, 20____, 20____			
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		No
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		No

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	
	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		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	No
	b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b	
	b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

[illegible][illegible]

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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	0
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	
2	
All other program-related investments. See instructions.	
3	
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	295,151
b	Average of monthly cash balances.	1b	83,142
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	378,293
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	378,293
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	5,674
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	372,619
6	Minimum investment return. Enter 5% of line 5.	6	18,631

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	18,631
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	5,768
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,768
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	12,863
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	12,863
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	12,863

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	715,250
b	Program-related investments—total from Part IX-B.	1b	0
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	715,250
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	715,250

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				12,863
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	1,147,473			
b From 2012.	1,062,443			
c From 2013.	362,859			
d From 2014.	535,466			
e From 2015.	508,003			
f Total of lines 3a through e.	3,616,244			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 715,250				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				12,863
e Remaining amount distributed out of corpus	702,387			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,318,631			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
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).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	1,147,473			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	3,171,158			
10 Analysis of line 9				
a Excess from 2012.	1,062,443			
b Excess from 2013.	362,859			
c Excess from 2014.	535,466			
d Excess from 2015.	508,003			
e Excess from 2016.	702,387			

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 2016, enter the date of the ruling. ▶

b Check box to indicate whether the organization 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) 2016	(b) 2015	(c) 2014	(d) 2013	
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 organization 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))
See Additional Data Table

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

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	715,250
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	8,578	
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			18	290,956	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).		0		299,534	0
13 Total. Add line 12, columns (b), (d), and (e).			13		299,534

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Paid
Preparer
Use Only**

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
PETER CHERNIN 2327 LA MESA DRIVE SANTA MONICA, CA 90402	SECRETARY/CFO 0 50	0	0	0
MEGAN CHERNIN 2327 LA MESA DRIVE SANTA MONICA, CA 90402				
JOHN CHERNIN 2327 LA MESA DRIVE SANTA MONICA, CA 90402	PRESIDENT 2 00	0	0	0
DAVID CHERNIN 2327 LA MESA DRIVE SANTA MONICA, CA 90402				
MARGARET CHERNIN 2327 LA MESA DRIVE SANTA MONICA, CA 90402	DIRECTOR 0 25	0	0	0

Form 990PF Part XV Line 1a - 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).

PETER CHERNIN
MEGAN CHERNIN

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MALARIA NO MORE 423 PARK AVENUE SOUTH 4TH FL NEW YORK, NY 10016	NONE	PUBLIC CHARITY	FOR CHARITABLE PURPOSES	250,000
NEW ROADS SCHOOL 3131 OLYMPIC BLVD SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	FOR CHARITABLE PURPOSES	30,000
LA FUND FOR PUBLIC EDUCATION 10250 CONSTELLATION BLVD 230 LOS ANGELES, CA 90067	NONE	PUBLIC CHARITY	FOR CHARITABLE PURPOSES	100,000
LAS PROMISE 202 W 1ST STREET SUITE 160 LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	FOR CHARITABLE PURPOSES	250,000
CALIFORNIA BLACK WOMEN HEALTH PROGRAM 9800 S LA CIENEGA BLVD STE 905 INGLEWOOD, CA 90301	NONE	PUBLIC CHARITY	FOR CHARITABLE PURPOSES	500
Total 				715,250
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
VISION TO LEARN 11611 SAN VICENTE BLVD STE 500 LOS ANGELES, CA 90049	NONE	PUBLIC CHARITY	FOR CHARITABLE PURPOSES	5,000
LIBERTY HILL FOUNDATION 6420 WILSHIRE BLVD STE 700 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	FOR CHARITABLE PURPOSES	750
FEMINIST MAJORITY FOUNDATION 433 S BEVERLY DR BEVERLY HILLSCA, CA 90212	NONE	PUBLIC CHARITY	FOR CHARITABLE PURPOSES FOR CHARITABLE PURPOSES	5,000
PMCJIMMY FUND 77 4TH AVENUE NEEDHAM, MA 02494	NONE	PUBLIC CHARITY	FOR CHARITABLE PURPOSES	500
MV YOUTH PO BOX 65 CHILMARK, MA 02535	NONE	PUBLIC CHARITY	FOR CHARITABLE PURPOSES	25,000
Total ▶ 3a				715,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PCA- LA 5478 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	FOR CHARITABLE PURPOSES	5,000
UNICEF US FUND 10351 SANTA MONICA BLVD STE 402 LOS ANGELES, CA 90025	NONE	PUBLIC CHARITY	FOR CHARITABLE PURPOSES	40,000
SISKIND FAMILY SARCOMA FUND 633 THIRD AVENUE NEW YORK, NY 10017	NONE	PUBLIC CHARITY	FOR CHARITABLE PURPOSES	2,500
MS MAGAZINE 433 S BEVERLY DR BEVERLY HILLS, CA 90212	NONE	PUBLIC CHARITY	FOR CHARITABLE PURPOSES	1,000
Total ► 3a				715,250

TY 2016 Accounting Fees Schedule**Name:** THE CHERNIN FAMILY FOUNDATION INC**EIN:** 52-2281012

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,404	2,202		0

TY 2016 Investments - Other Schedule**Name:** THE CHERNIN FAMILY FOUNDATION INC**EIN:** 52-2281012

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ALLIANT ENERGY CORP	AT COST	0	0
ATMOS ENERGY CORP	AT COST	0	0
BLACKROCK INC	AT COST	0	0
BRISTOL-MYERS SQUIBB	AT COST	0	0
CME GROUP INC	AT COST	0	0
CISCO SYSTEMS INC	AT COST	0	0
EQUITY RESIDENTIAL	AT COST	0	0
GENERAL DYNAMICS CORP	AT COST	0	0
HASBRO INC	AT COST	0	0
HONEYWELL INTERNATIONAL INC	AT COST	0	0
JPMORGAN CHASE	AT COST	0	0
ELI LILLY & CO	AT COST	0	0
NEXTERA ENERGY INC	AT COST	0	0
PUBLIC STORAGE	AT COST	0	0
ROCHE HOLDINGS LTD	AT COST	0	0
SEMPRA ENERGY	AT COST	0	0
UNILEVER N V	AT COST	0	0
VORNADO REALTY TRUST	AT COST	0	0

TY 2016 Other Decreases Schedule

Name: THE CHERNIN FAMILY FOUNDATION INC
EIN: 52-2281012

Description	Amount
DIFFERENCE BETWEEN BOOK VALUE AND MARKET VALUE OF SECURITIES RECEIVED	119,539

TY 2016 Other Expenses Schedule**Name:** THE CHERNIN FAMILY FOUNDATION INC**EIN:** 52-2281012**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	241	0		0
INVESTMENT FEES	8,754	8,754		0

TY 2016 Other Increases Schedule

Name: THE CHERNIN FAMILY FOUNDATION INC
EIN: 52-2281012

Description	Amount
ROUNDING	5

**TY 2016 Substantial Contributors
Schedule****Name:** THE CHERNIN FAMILY FOUNDATION INC**EIN:** 52-2281012**Name****Address**

PETER MEGAN CHERNIN

2327 LA MESA DRIVE
SANTA MONICA, CA 90402

TY 2016 Taxes Schedule**Name:** THE CHERNIN FAMILY FOUNDATION INC**EIN:** 52-2281012

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	138	138		0
FEDERAL EXCISE TAX	10,000	0		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.	OMB No 1545-0047 2016

Name of the organization THE CHERNIN FAMILY FOUNDATION INC	Employer identification number 52-2281012
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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 other 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 33¹/₃% 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE CHERNIN FAMILY FOUNDATION INC	Employer identification number 52-2281012
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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	PETER AND MEGAN CHERNIN 2327 LA MESA DRIVE SANTA MONICA, CA 90402	\$ 513,049	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	PETER AND MEGAN CHERNIN 2327 LA MESA DRIVE SANTA MONICA, CA 90402	\$ 70,000	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)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE CHERNIN FAMILY FOUNDATION INC	Employer identification number 52-2281012
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Part II	Noncash Property
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS SECURITIES	\$ 513 049	2016-07-11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____

Name of organization THE CHERNIN FAMILY FOUNDATION INC	Employer identification number 52-2281012
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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



Capital Gain and Loss Schedule

THE CHERNIN FAMILY FOUNDATION INC
Account Number Q 64059-00-1

Short-Term Covered

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income D indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital Transactions

Description	CUSIP	Code*	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
AMEREN CORPORATION	023608102		01/07/2016 07/15/2016	400 000	20,861 30	17,569 52		3,291 78
DTE ENERGY COMPANY	233331107		02/11/2016 07/15/2016	200 000	19,382 51	17,007 08		2,375 43
EDISON INTERNATIONAL	281020107		02/12/2016 07/15/2016	250 000	19,129 31	15,446 80		3,682 51
ENTERGY CORP	29364G103		02/19/2016 07/15/2016	250 000	19,912 11	18,236 95		1,675 16
EQUINIX INC	29444U700		11/18/2015 07/15/2016	2 000	755 45	725 32		30 13
LOCKHEED MARTIN CORP	539830109		10/26/2015 07/15/2016	100 000	25,553 01	22,071 95		3,481 06
MAXIM INTEGRATED PRODUCTS	57772K101		09/25/2015 07/15/2016	600 000	22,670 04	19,544 16		3,125 88
NEXTERA ENERGY INC	65339F101		02/17/2016 07/15/2016	150 000	19,008 11	16,804 22		2,203 89
OCCIDENTAL PETROLEUM CORP	674599105		12/23/2015 07/15/2016	250 000	19,179 60	17,105 84		2,073 76
REGAL ENTERTAINMENT GROUP-A	758766109		08/05/2015 07/15/2016	1,100 000	25,001 45	21,915 85		3,085 60
WEC ENERGY GROUP, INC	92939U106		02/10/2016 07/15/2016	300 000	19,058 24	16,930 20		2,128 04

Total Short-Term Covered

210,511.13 183,357.89 27,153.24



Capital Gain and Loss Schedule

THE CHERNIN FAMILY FOUNDATION INC
Account Number Q 64059-00-1

Long-Term Covered

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income D indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital Transactions

Description	CUSIP	Code*	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ALLIANT ENERGY CORP	018802108		Various 03/09/2016	600 000	42,288 15	26,914 42		15,373 73
ATMOS ENERGY CORP	049560105		04/09/2014 03/09/2016	550 000	38,855 65	26,520 01		12,335 64
BLACKROCK INC	09247X101		Various 03/09/2016	50 000	16,136 64	8,432 75		7,703 89
BRISTOL-MYERS SQUIBB CO	110122108		08/24/2012 03/09/2016	600 000	39,002 04	19,565 10		19,436 94
CENTERPOINT ENERGY INC	15189T107		12/26/2012 07/15/2016	700 000	16,727 63	13,433 00		3,294 63
CISCO SYSTEMS INC	17275R102		Various 03/09/2016	1,600 000	44,154 23	29,211 91		14,942 32
CME GROUP INC	12572Q105		06/03/2013 03/09/2016	200 000	18,612 97	13,599 14		5,013 83
CROWN CASTLE INTL CORP	22822V101		06/05/2015 07/15/2016	250 000	24,835 93	20,748 99		4,086 94
ELI LILLY & CO	532457108		02/28/2014 03/09/2016	330 000	24,103 97	19,664 24		4,439 73
ELI LILLY & CO	532457108		02/05/2015 07/15/2016	300 000	23,951 34	21,386 67		2,564 67
EQUINIX INC	29444U700		04/21/2015 07/15/2016	90 000	33,995 23	21,886 36		12,108 87
EQUITY RESIDENTIAL	29476L107		03/08/2013 03/09/2016	500 000	35,633 72	27,459 65		8,174 07
GENERAL DYNAMICS CORP	369550108		02/27/2013 03/09/2016	125 000	16,298 85	8,533 29		7,765 56



Capital Gain and Loss Schedule

THE CHERNIN FAMILY FOUNDATION INC
Account Number Q 64059-00-1

Long-Term Covered

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income D indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital Transactions

Description	CUSIP	Code*	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
GENERAL ELECTRIC CO	369604103		01/29/2013 07/15/2016	1,200 000	39,301 14	27,002 16		12,298 98
HASBRO INC	418056107		12/05/2013 03/09/2016	100 000	7,723 42	5,196 18		2,527 24
HONEYWELL INTERNATIONAL INC	438516106		Various 03/09/2016	295 000	31,934 65	16,654 03		15,280 62
JOHNSON & JOHNSON	478160104		Various 07/15/2016	300 000	36,841 88	19,161 93		17,679 95
JPMORGAN CHASE & CO	46625H100		08/30/2013 03/09/2016	300 000	17,597 30	15,170 61		2,426 69
KIMBERLY-CLARK CORP	494368103		Various 07/15/2016	200 000	27,089 00	18,952 27		8,136 73
MICROSOFT CORP	594918104		03/08/2013 07/15/2016	400 000	21,275 89	11,255 32		10,020 57
NEXTERA ENERGY INC	65339F101		12/24/2012 03/09/2016	300 000	34,649 65	20,967 43		13,682 22
PROLOGIS INC	74340W103		09/05/2012 07/15/2016	400 000	20,231 55	13,793 88		6,437 67
PUBLIC STORAGE	74460D109		Various 03/09/2016	125 000	31,156 56	17,039 49		14,117 07
ROCHE HOLDINGS LTD-SPONS ADR	771195104		Various 03/09/2016	850 000	26,300 42	17,459 00		8,841 42
SEMPRA ENERGY	816851109		Various 03/09/2016	300 000	29,533 47	19,761 59		9,771 88
UNILEVER N V -NY SHARES	904784709		Various 03/09/2016	600 000	26,179 84	19,424 45		6,755 39



Capital Gain and Loss Schedule

THE CHERNIN FAMILY FOUNDATION INC
Account Number Q 64059-00-1

Long-Term Covered

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income D indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital Transactions

Description	CUSIP	Code*	Date Acquired Date Sold	Units	Proceeds	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
VENTAS INC	92276F100		12/09/2013 07/15/2016	460 000	32,838 68	22,839 69		9,998 99
VERIZON COMMUNICATIONS INC	92343V104		12/09/2014 07/15/2016	450 000	24,961 26	20,953 13		4,008 13
VORNADO REALTY TRUST	929042109		03/21/2013 03/09/2016	300 000	26,773 11	22,194 07		4,579 04
Total Long-Term Covered					808,984.17	545,180.76		263,803.41