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OMB No 1545-0052

Form **990-PF****Return of Private Foundation**

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

Department of the Treasury
Internal Revenue Service

► Do not enter social security numbers on this form as it may be made public.
► Go to www.irs.gov/Form990PF for instructions and the latest information.

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation

THE BARRY S. STERNLICHT FOUNDATION

A Employer identification number

26-0039094

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

Room/suite

B Telephone number (see instructions)

FOUNDATION SOURCE 501 SILVERSIDE RD

(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. ☐ 6

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☒ Name changeD 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 foundationE 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. ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 62,618,263.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

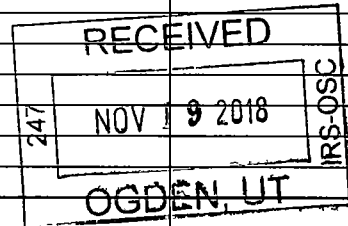
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)	64,090.			
2	Check ☐ if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments.	47,492.	47,492.		
4	Dividends and interest from securities	739,030.	739,030.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,716,950.			
b	Gross sales price for all assets on line 6a	9,727,009.			
7	Capital gain net income (from Part IV, line 2)		3,459,393.		
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	1,368,463.	1,364,581.		
12	Total. Add lines 1 through 11	4,936,025.	5,610,496.		
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) [2]	806.	806.		
17	Interest				
18	Taxes (attach schedule) (see instructions) [3]	48,079.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH. 4	135,794.	40,748.		95,025.
24	Total operating and administrative expenses. Add lines 13 through 23.	184,679.	41,554.		95,025.
25	Contributions, gifts, grants paid	17,219,451.			5,215,800.
26	Total expenses and disbursements. Add lines 24 and 25	17,404,130.	41,554.		5,310,825.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-12,468,105.			
b	Net investment income (if negative, enter -0-)		5,568,942.		
c	Adjusted net income (if negative, enter -0-)				



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Revenue

Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	9,306,681.	6,878,701.	6,878,701.
	3	Accounts receivable ▶ 178,740.			
		Less allowance for doubtful accounts ▶	58,367.	178,740.	178,740.
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable.			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶	2,153,422.		
	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	16,599,710.	23,289,751.	28,965,221.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 6	18,438,167.	11,066,099.	26,595,601.	
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)	46,556,347.	41,413,291.	62,618,263.	
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.				
	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	46,556,347.	41,413,291.	
30	Total net assets or fund balances (see instructions)	46,556,347.	41,413,291.		
31	Total liabilities and net assets/fund balances (see instructions)	46,556,347.	41,413,291.		

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	46,556,347.
2	Enter amount from Part I, line 27a	2	-12,468,105.
3	Other increases not included in line 2 (itemize) ▶ ATCH 7	3	7,325,049.
4	Add lines 1, 2, and 3	4	41,413,291.
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	41,413,291.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	3,459,393.	
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 doesn't 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))
2016	5,524,804.	105,252,108.	0.052491
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
2 Total of line 1, column (d)			2 0.185732
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.037146
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 62,564,063.
5 Multiply line 4 by line 3.			5 2,324,005.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 55,689.
7 Add lines 5 and 6.			7 2,379,694.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 5,310,825.

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	55,689.
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	55,689.
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	55,689.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	80,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	25,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	105,000.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	49,311.
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☒ 49,311. Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☒ DE, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	X	
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions ATCH 8 ATCH 9	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
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		
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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)		
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 2017 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 2017)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		X

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

		Yes	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. Organizations relying on a current notice regarding disaster assistance, check here	5b	X
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 10	☒ Yes	☐ No
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		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 12		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	23,175,185.
b	Average of monthly cash balances	1b	11,464,304.
c	Fair market value of all other assets (see instructions).	1c	28,877,326.
d	Total (add lines 1a, b, and c)	1d	63,516,815.
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	63,516,815.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	952,752.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	62,564,063.
6	Minimum investment return. Enter 5% of line 5	6	3,128,203.

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	3,128,203.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	55,689.
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b	2c	55,689.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,072,514.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,072,514.
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	3,072,514.

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	5,310,825.
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	5,310,825.
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	55,689.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,255,136.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				3,072,514.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only,			5,112,005.	
b Total for prior years 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u>				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>5,310,825.</u>				
a Applied to 2016, but not more than line 2a			5,112,005.	
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 2017 distributable amount.				198,820.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				2,873,694.
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 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
2 a 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))

BARRY STERNLICHT

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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 Paid during the year					
ATCH 13					
Total				3a	17,219,451.
b Approved for future payment					
Total				3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	47,492.	
4	Dividends and interest from securities			14	739,030.	
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	-369.	18	2,717,319.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	ATCH 14		176.		1,368,287.	
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		-193.		4,872,128.	
13	Total. Add line 12, columns (b), (d), and (e)					4,871,935.

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

[illegible]

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|--|--------------|-----|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization. | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees. | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[illegible]

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

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign
Here**

Signature of officer or trustee _____ Date 11/7/18 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 JEFFREY D HASKELL	Preparer's signature JEFFREY D HASKELL	Date 11/01/2018	Check ☐ if self-employed	PTIN 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 of Contributors

OMB No 1545-0047

2017

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization

THE BARRY S. STERNLICHT FOUNDATION

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 BARRY S. STERNLICHT FOUNDATION**Employer identification number
26-0039094**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LEGACY VENTURE VI, LLC C/O LEGACY VENTURE MGMT, 180 LYTTON AVE. PALO ALTO, CA 94301	\$ 55,641.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	LEGACY VENTURE VII, LLC C/O LEGACY VENTURE MGMT, 180 LYTTON AVE. PALO ALTO, CA 94301	\$ 8,449.	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 BARRY S. STERNLICHT FOUNDATION

Employer identification number

26-0039094

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 5,825,081	\$ 3,252,984	\$ 2,572,097
Castle Ridge Real Estate Fund Ltd	7/24/2015	P	11/15/2017	\$ 3,387,550	\$ 4,000,000	\$ 243,294
Distributions in Excess of Basis - Starwood Distressed Intl				\$ 514,378		\$ (612,450)
Total included in Part IV				<u>\$ 9,727,009</u>	<u>\$ 7,252,984</u>	<u>\$ 2,717,319</u>
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ (369)
Part I, Line 6a Total						\$ 2,716,950

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	-1,684.	-1,454.
K-1 INC/LOSS RESERVOIR CAPITAL INV PARTN	46,125.	45,693.
FEDERAL TAX REFUND	3,680.	
INTEREST INCOME FROM NOTES RECEIVABLE	284,192.	284,192.
INT/DIV INCOME FROM PFIC	1,036,150.	1,036,150.
TOTALS	<u>1,368,463.</u>	<u>1,364,581.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT SERVICES	806.	806.
TOTALS	<u>806.</u>	<u>806.</u>

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF EXCISE TAX FOR 2017	43,000.
990-T TAX FOR 2016	5,079.
TOTALS	<u>48,079.</u>

ATTACHMENT 4FORM 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	1,181.	1,178.	
K-1 EXP RESERVOIR CAPITAL INV	39,588.	39,570.	
STATE OR LOCAL FILING FEES	25.		25.
TOTALS	<u>135,794.</u>	<u>40,748.</u>	<u>95,025.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALPHABET INC CL C	4,953,792.	5,650,560.
BED BATH & BEYOND INC	921,338.	312,038.
FACEBOOK INC	4,989,233.	6,299,621.
FORD MOTOR COMPANY	1,447,380.	1,181,554.
GENERAL MOTORS	1,946,395.	1,938,827.
HYATT HOTELS CORP	705,456.	1,043,533.
INVITATION HOMES INC.	707,593.	912,018.
JP MORGAN CHASE	504,813.	1,264,566.
LOWES COMPANIES INC	1,163,035.	3,143,138.
MICRON TECHNOLOGY	955,661.	1,808,828.
STARWOOD PROPERTY TRUST INC	4,995,055.	5,410,538.
TOTALS	<u>23,289,751.</u>	<u>28,965,221.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CHANGE.ORG, INC - SER C PFD	500,003.	121,213.
MELVIN CAPITAL OFFSHORE, LTD	2,000,000.	2,404,268.
OCH-ZIFF CAPITAL MGMT GROUP LL	277,287.	59,125.
RESERVOIR CAPITAL INV PARTNERS	1,673,163.	1,685,784.
RESERVOIR CAPITAL OVERSEAS PTN		467,105.
STARWOOD DISTRESSED OPP FD INT		1,620,761.
STARWOOD DISTRESSED OPP FD US	1,263,793.	5,523,354.
TILDEN PARK OFFSHORE INVESTMEN	5,321,398.	14,439,747.
YORK INVESTMENT LIMITED	30,455.	274,244.
TOTALS	<u>11,066,099.</u>	<u>26,595,601.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
IN-KIND GRANTS - EXCESS OF FMV OVER BV	7,325,049.
TOTAL	<u>7,325,049.</u>

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,825,081.		PUBLICLY-TRADED SECURITIES 2,510,910.					3,314,171.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)					243,294.	
3,387,550.		CASTLE RIDGE REAL ESTATE FUND LTD 4,000,000.				P	07/24/2015 -612,450.	11/15/2017
514,378.		EXCESS BASIS DISTRIB-STARWOOD DISTR INTL					514,378.	
TOTAL GAIN (LOSS)							<u>3,459,393.</u>	

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR QUALIFYING DISTRIBUTION

DONOR ADVISED FUND STATEMENT

DURING THE TAXABLE YEAR ENDING DECEMBER 31, 2017, STERNLICHT

FOUNDATION (THE FOUNDATION) TREATED A DISTRIBUTION TO A DONOR ADVISED

FUND OVER WHICH THE FOUNDATION (OR DISQUALIFIED PERSON) HAD ADVISORY

PRIVILEGES AS A QUALIFYING DISTRIBUTION.

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR SECTION 170 C 2B

DONOR ADVISED FUND STATEMENT

DONOR ADVISED FUNDS ARE EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3), MUST BE ORGANIZED AND OPERATED EXCLUSIVELY FOR ONE OR MORE OF THE CHARITABLE PURPOSES DESCRIBED IN INTERNAL REVENUE CODE SECTION 170(C)(2)(B), AND HAVE SOLE DISCRETION OVER THE FUNDS DISTRIBUTED TO THEM. CONSEQUENTLY, ALTHOUGH THE FOUNDATION IS NOT IN A POSITION TO EXPLAIN PRECISELY HOW THE FUNDS WILL BE EXPENDED, THE FUNDS ARE REQUIRED TO BE USED TO ACCOMPLISH A PURPOSE DESCRIBED IN SECTION 170(C)(2)(B), AS DETERMINED IN THE DISCRETION OF THE DONOR ADVISED FUND.

ATTACHMENT 10FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: BREAST CANCER NOW
GRANTEE'S ADDRESS: 42-47 IBEX HOUSE, MINORIES
CITY, STATE & ZIP: LONDON
FOREIGN COUNTRY: UNITED KINGDOM EC3N 1DY
GRANT DATE: 06/27/2017
GRANT AMOUNT: 20,000.
GRANT PURPOSE: GENERAL SUPPORT
AMOUNT EXPENDED: 20,000.
ANY DIVERSION? NO
DATES OF REPORTS: 1/17/18
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

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: 61,417.
ANY DIVERSION? NO
DATES OF REPORTS: 1/25/18
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: 303,504.
ANY DIVERSION? NO
DATES OF REPORTS: 8/25/18
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

GRANTEE'S NAME: THE BARRY AND MIMI STERNLICHT FOUNDATION
GRANTEE'S ADDRESS: 501 SILVERSIDE RD
CITY, STATE & ZIP: WILMINGTON, DE 19809
GRANT DATE: 01/01/2017
GRANT AMOUNT: 12,003,651.
GRANT PURPOSE: CAPITAL ENDOWMENT
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS: EXPECTED IN 2018
VERIFICATION DATE:

CONT'D ON NEXT PAGE

ATTACHMENT 10 (CONT'D)

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

RESULTS OF VERIFICATION:
NONE NECESSARY

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	CONTRIBUTIONS		EXPENSE ACCT	
		COMPENSATION	TO EMPLOYEE BENEFIT PLANS	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.	
GRAND TOTALS		0.	0.	0.	

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALLIANCE TO PROTECT NANTUCKET SOUND INC 4 BARNSTABLE RD HYANNIS, MA 02601	N/A PC		GENERAL & UNRESTRICTED	5,000.
AMERICAN JEWISH COMMITTEE 165 E 56TH ST NEW YORK, NY 10022	N/A PC		GENERAL & UNRESTRICTED	25,000
ANTI-DEFAMATION LEAGUE 605 3RD AVE NEW YORK, NY 10158	N/A PC		YEAR-END PLEA	50,000
BIRTHRIGHT ISRAEL FOUNDATION 33 E 33RD ST 7TH FL NEW YORK, NY 10016	N/A PC		YEAR-END APPEAL	100,000
BREAST CANCER NOW 42-47 IBEX HOUSE, MINORIES LONDON UNITED KINGDOM EC3N 1DY	N/A NC		EXPENDITURE RESPONSIBILITY GRANT	20,000
CANCER RESEARCH INSTITUTE INC 29 BROADWAY 4TH FL NEW YORK, NY 10006	N/A PC		CANCER RESEARCH INSTITUTE'S "ANSWER TO CANCER" BIKE RACE, JUNE 2017 INITIATIVE	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHABAD OF COLLEGE HILL INC 12 OLIVE ST PROVIDENCE, RI 02906	N/A PC	YEAR END PLEA	5,000
CONGREGATION SHIRAT HAYAM P O BOX 1145 NANTUCKET, MA 02554	N/A PC	GENERAL & UNRESTRICTED	1,200
CONNECTICUT CHALLENGE INC 250 PEQUOT AVE SOUTHPORT, CT 06890	N/A PC	CHARITABLE EVENT	5,000
COVENANT HOUSE 5 PENN PLZ NEW YORK, NY 10001	N/A PC	GENERAL & UNRESTRICTED	1,000
EDUCATORS FOR EXCELLENCE 80 PINE ST 28TH FLR NEW YORK, NY 10005	N/A PC	GENERAL & UNRESTRICTED	25,000
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVE S NEW YORK, NY 10010	N/A PC	GENERAL & UNRESTRICTED	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FACING ADDICTION WITH NCADD 217 BROADWAY RM 712 NEW YORK, NY 10007	N/A PC	GENERAL & UNRESTRICTED	10,000
FEEDING SOUTH FLORIDA INC 2501 SW 32ND TERRACE PEMBROKE PARK, FL 33023	N/A PC	GENERAL & UNRESTRICTED	10,000
FRESH AIR FUND 633 3RD AVE NEW YORK, NY 10017	N/A PC	GENERAL & UNRESTRICTED	25,000
FRIENDSHIP CIRCLE METROWEST INC 10 MICROLAB RD LIVINGSTON, NJ 07039	N/A PC	CHARITABLE EVENT	5,000
GIRLS INCORPORATED 120 WALL ST 18TH FL NEW YORK, NY 10005	N/A PC	CHARITABLE EVENT	50,000
GRACIE MANSION CONSERVANCY 88TH ST AT E END AVE NEW YORK, NY 10128	N/A PC	CHARITABLE EVENT	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRAND STREET SETTLEMENT INC 80 PITT ST NEW YORK, NY 10002	N/A PC	GRAND STREET SETTLEMENT'S "LET'S PRETEND BALL" - YEAR-END PLEA	5,000
GREATER MIAMI JEWISH FEDERATION 4200 BISCAYNE BLVD MIAMI, FL 33137	N/A PC	GMJF'S ANNUAL GIVING CAMPAIGN - THE GUARDIAN LEVEL GIFT	50,000
GREENWICH EMERGENCY MEDICAL SERVICE INCORPORATED 1111 E PUTNAM AVE RIVERSIDE, CT 06878	N/A PC	GENERAL & UNRESTRICTED	1,000
GREENWICH ROUNDTABLE INC PO BOX 4019 GREENWICH, CT 06831	N/A PC	GENERAL & UNRESTRICTED	3,000
HARLEM CHILDRENS ZONE INC 35 E 125TH ST NEW YORK, NY 10035	N/A PC	GENERAL & UNRESTRICTED	50,000
HARVARD BUSINESS SCHOOL TEELE HALL, SOLDIERS FIELD BOSTON, MA 02163	N/A PC	EDD K HENDEE HARVARD BUSINESS SCHOOL (HBS) SCHOLARSHIP FUND	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HILLEL THE FOUNDATION FOR JEWISH CAMPUS LIFE 80 BROWN ST PROVIDENCE, RI 02906	N/A PC	BROWN RISD HILLEL - ANNUAL GIFT APPEAL, FISCAL YEAR 2017 CAMPAIGN	7,500
HISPANIC FEDERATION INC 55 EXCHANGE PL 5TH FL NEW YORK, NY 10005	N/A PC	RODRIGUEZ LOPEZ DISASTER RELIEF FUND -- PUERTO RICO, HURRICANE MARIA SEPT 2017	50,000
ICAHN SCHOOL OF MEDICINE AT MOUNT SINAI ONE GUSTAVE L LEVY PL, BOX 1049 NEW YORK, NY 10029	N/A PC	CHARITABLE EVENT	10,000
IMENTOR 30 BROAD ST, 9TH FL NEW YORK, NY 10004	N/A PC	GENERAL & UNRESTRICTED	50,000
IMPACTASSETS INC 7315 WISCONSIN AVE STE 1100W BETHESDA, MD 20814	N/A PC	TO ESTABLISH THE BARRY S STERNLICHT FOUNDATION "IMPACT FUND"	900,000
INNER-CITY SCHOLARSHIP FUND, INC 1011 1ST AVE, STE 1400 NEW YORK, NY 10022	N/A PC	CHARITABLE EVENT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LALMBA ASSOCIATION 1000 COREY ST LONGMONT, CO 80501	N/A PC	CHARITABLE EVENT	2,500
LITTLE STAR FOUNDATION 256 RANCHO MILAGRO WAY HESPERUS, CO 81326	N/A PC	GENERAL & UNRESTRICTED	25,000
MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AVE NEW YORK, NY 10065	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 NEW YORK, NY 10280	N/A PC	CHARITABLE EVENT	18,000
MUSEUM OF MODERN ART 11 W 53RD ST NEW YORK, NY 10019	N/A PC	MOMA'S CHAIRMAN'S COUNCIL INITIATIVE	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NANTUCKET CONSERVATION FOUNDATION INC PO BOX 13 NANTUCKET, MA 02554	N/A PC	YEAR-END PLEA FOR NANTUCKET CONSERVATION FOUNDATION'S 2018 SUPPORT	10,000
NANTUCKET DREAMLAND FOUNDATION PO BOX 989 NANTUCKET, MA 02554	N/A PC	NANTUCKET DREAMLAND FOUNDATION'S YEAR-END PLEA	20,000
NANTUCKET FIRE DEPARTMENT 131 PLEASANT ST NANTUCKET, MA 02554	N/A GOV	GENERAL & UNRESTRICTED	1,000
NANTUCKET GOLF CLUB FOUNDATION INC PO BOX 313 SIASCONSET, MA 02564	N/A PC	CHARITABLE EVENT	20,000
NANTUCKET POLICE CHARITABLE ASSOC I NC 4 FAIRGROUNDS RD NANTUCKET, MA 02554	N/A PC	GENERAL & UNRESTRICTED	1,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 733 3RD AVE 3RD FL NEW YORK, NY 10017	N/A PC	CHARITABLE EVENT	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
NATIONAL PHILANTHROPIC TRUST 165 TOWNSHIP LINE RD STE 1200 JENKINTOWN, PA 19046	N/A PC		TO ESTABLISH THE J P MORGAN CHARITABLE GIVING FUND FOR BARRY S STERNLICHT	900,000
NATURAL RESOURCES DEFENSE COUNCIL INC 40 W 20TH ST NEW YORK, NY 10011	N/A PC		RESTRICTED GIFT FOR THE BARRY S STERNLICHT SUSTAINABILITY FUND	250,000
NATURE CONSERVANCY 4245 N FAIRFAX DR STE 100 ARLINGTON, VA 22203	N/A PC		GENERAL & UNRESTRICTED	50,000
NORWALK COMMUNITY COLLEGE FOUNDATION 188 RICHARDS AVE STE E 311 NORWALK, CT 06854	N/A PC		GENERAL & UNRESTRICTED	10,000
PLEDGELING FOUNDATION 1638 ABBOT KINNEY BLVD 3RD FL VENICE, CA 90291	N/A PC		ANGUILLA STRONGER EMERGENCY RELIEF FUND	50,000
PROSTATE CANCER FOUNDATION 1250 4TH ST SANTA MONICA, CA 90401	N/A PC		GENERAL & UNRESTRICTED	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RAINFOREST ALLIANCE INC 233 BROADWAY, 28TH FL NEW YORK, NY 10279	N/A PC		YEAR-END APPEAL TO SUPPORT RAINFOREST ALLIANCE'S ENVIRONMENTAL INITIATIVES	50,000
ROBIN HOOD FOUNDATION 826 BROADWAY 9TH FL NEW YORK, NY 10003	N/A PC		GENERAL & UNRESTRICTED	1,500,000
SAIL TO PREVAIL INC PO BOX 1264 NEWPORT, RI 02840	N/A PC		GENERAL & UNRESTRICTED	2,500
SEEDS OF PEACE INC 370 LEXINGTON AVE STE 1201 NEW YORK, NY 10017	N/A PC		CHARITABLE EVENT	15,000
SHATTERPROOF A NONPROFIT CORP 101 MERRITT 7 CORP PARK 1ST FL NORWALK, CT 06851	N/A PC		CHARITABLE EVENT	5,000
SIMON WIESENTHAL CENTER 1399 S ROXBURY 2ND FL LOS ANGELES, CA 90035	N/A PC		GENERAL & UNRESTRICTED	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STANFORD UNIVERSITY PO BOX 20466 STANFORD, CA 94309	N/A PC	RJ HARPER PANCREATIC CANCER RESEARCH FUND AT STANFORD UNIVERSITY	1,800
TEACH FOR AMERICA - CONNECTICUT 370 JAMES ST, STE 404 NEW HAVEN, CT 06513	N/A PC	GENERAL & UNRESTRICTED	50,000
TEEN LIFELINE INC PO BOX 10745 PHOENIX, AZ 85064	N/A PC	CHARITABLE EVENT	10,000
TENACITY INC 38 EVERETT ST, LOWER LEVEL BOSTON, MA 02134	N/A PC	GENERAL & UNRESTRICTED	1,800
THE BARRY AND MIMI STERNLICHT FOUNDATION 501 SILVERSIDE RD WILMINGTON, DE 19809	N/A PF	EXPENDITURE RESPONSIBILITY GRANT	12,003,651
THE CARTER BURDEN NETWORK 1484 1ST AVE NEW YORK, NY 10075	N/A PC	CHARITABLE EVENT	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
THE DOOR - A CENTER OF ALTERNATIVES INC 121 AVE OF THE AMERICAS STE 506 NEW YORK, NY 10013	N/A PC	GENERAL & UNRESTRICTED	50,000
THE OPEN DOOR SHELTER INC 4 MERRITT ST NORWALK, CT 06854	N/A PC	FOUNDERS CLUB - THE OPEN DOOR SHELTER'S BUILDING LIVES INITIATIVE TO SUPPORT A CAPITAL DEVELOPMENT PROJECT	100,000
UNITED JEWISH APPEAL FEDERATION OF JEWISH PHILANTH 130 E 59TH ST NEW YORK, NY 10022	N/A PC	UJA-FEDERATION NEW YORK ANNUAL GIFT	50,000
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	UNITED STATES HOLOCAUST MEMORIAL MUSEUM'S DAYS OF REMEMBRANCE CELEBRATION IN APRIL 2018 CELEBRATING MUSEUM'S 25TH ANNIVERSARY, DONOR WALL, AND PATRON SOCIETY GIFT	100,000
URBAN LAND INSTITUTE 2001 L ST NW STE 200 WASHINGTON, DC 20036	N/A PC	CHARITABLE EVENT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
USC SHOAH FOUNDATION INSTITUTE FOR VISUAL HISTORY LEAVEY LIBRARY, STE 114 LOS ANGELES, CA 90089	N/A PC		GENERAL & UNRESTRICTED	50,000
USTA FOUNDATION INCORPORATED 70 W RED OAK LN WHITE PLAINS, NY 10604	N/A PC		GENERAL & UNRESTRICTED	1,000
YALE UNIVERSITY - SCHOOL OF MEDICINE PO BOX 7611 NEW HAVEN, CT 06519	N/A PC		THE ABIGAIL ROBINSON BOWERS FUND FOR ALS RESEARCH	10,000
YEAR UP INC 45 MILK ST, 9TH FL BOSTON, MA 02109	N/A PC		GENERAL & UNRESTRICTED	100,000
TOTAL CONTRIBUTIONS PAID				<u>17,219,451</u>

TOTAL FORM 990-PF, PART I, LINE 25, COLUMN (A) AND PART XV, LINE 3A \$ 17,219,451
LESS GRANT MADE TO A PRIVATE FOUNDATION NOT TREATED AS QUALIFYING DISTRIBUTION \$ 12,003,651
TOTAL FORM 990-PF, PART I, LINE 25, COLUMN (D) \$ 5,215,800

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
TILDEN PARK OFFSHORE INVESTMENT FUND	4,679	1/1/2017	The Barry and Mimi Sternlicht Foundation	\$ 12,003,651	\$ 4,678,602	\$ -	\$ 12,003,651
Total				\$ 12,003,651	\$ 4,678,602		\$ 12,003,651

Form 990-PF, Part III, Line 3 - Other Increases

\$ 7,325,049

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
K-1 INC/LOSS	525990	176.	14	44,265.	
FEDERAL TAX REFUND			01	3,680.	
INTEREST INCOME FROM NOTES RECEIVABLE			14	284,192.	
INT/DIV INCOME FROM PFIC			14	1,036,150.	
TOTALS		<u>176.</u>		<u>1,368,287.</u>	