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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, and ending , 20

Name of foundation: THE LA VIDA FELIZ FOUNDATION

A Employer identification number: 26-1622021

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

Room/suite:

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

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

C If exemption application is pending, check here ▶ ☐

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: [X] 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) ▶ $ 464,452,389.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	3,153,262.	3,153,262.		
4	Dividends and interest from securities	2,993,206.	2,993,206.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	51,236,228.			
b	Gross sales price for all assets on line 6a 105,189,351.				
7	Capital gain net income (from Part IV, line 2)		51,236,228.		
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	8,521,730.	8,601,086.	16,680.	
12	**Total.** Add lines 1 through 11	65,904,426.	65,983,782.	16,680.	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 2	16,741.	16,741.		
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) [3]	30,308.	30,308.		
17	Interest	11,903.	11,903.		
18	Taxes (attach schedule) (see instructions) [4]	164,376.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	745,879.	582,931.		151,500.
24	**Total operating and administrative expenses.** Add lines 13 through 23	969,207.	641,883.		151,500.
25	Contributions, gifts, grants paid	29,401,000.			29,401,000.
26	**Total expenses and disbursements** Add lines 24 and 25	30,370,207.	641,883.	0.	29,552,500.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	35,534,219.			
b	**Net investment income** (if negative, enter -0-)		65,341,899.		
c	**Adjusted net income** (if negative, enter -0-)			16,680.	

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			Beginning of year	End of year	
Part II	**Balance Sheets**	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	152,368,748.	238,561,113.	238,561,113.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	76,169,349.	27,367,267.	39,754,415.
	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 7	147,244,124.	146,138,060.	185,637,361.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 8)	1,249,500.	499,500.	499,500.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	377,031,721.	412,565,940.	464,452,389.
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	377,031,721.	412,565,940.	
	30	**Total net assets or fund balances** (see instructions)	377,031,721.	412,565,940.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	377,031,721.	412,565,940.	

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	377,031,721.
2	Enter amount from Part I, line 27a	2	35,534,219.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	412,565,940.
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	412,565,940.

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	51,236,228.
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))
2017	22,619,850.	463,883,465.	0.048762
2016	22,859,986.	457,625,328.	0.049953
2015	22,308,520.	459,051,994.	0.048597
2014	20,171,826.	448,787,813.	0.044947
2013	18,420,167.	404,793,981.	0.045505

2	**Total** of line 1, column (d)	2	0.237764
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	0.047553
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	484,958,498.
5	Multiply line 4 by line 3	5	23,061,231.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	653,419.
7	Add lines 5 and 6	7	23,714,650.
8	Enter qualifying distributions from Part XII, line 4	8	29,552,500.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	653,419.
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	653,419.
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	653,419.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 206,529.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 1,072,787.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,279,316.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	625,897.
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax** ▶ 625,897. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions ATCH 9 ATCH 10	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754			
	Located at ▶501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year, did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 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 2018)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		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	5b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d) ATCH 11			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? ☐ Yes ☒ No			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and 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 12		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 13		150,000.
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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	148,526,354.
b	Average of monthly cash balances	1b	159,873,866.
c	Fair market value of all other assets (see instructions)	1c	183,943,433.
d	**Total** (add lines 1a, b, and c)	1d	492,343,653.
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	492,343,653.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	7,385,155.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	484,958,498.
6	**Minimum investment return.** Enter 5% of line 5	6	24,247,925.

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	24,247,925.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	653,419.		
b	Income tax for 2018 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	653,419.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	23,594,506.
4	Recoveries of amounts treated as qualifying distributions			4	750,000.
5	Add lines 3 and 4			5	24,344,506.
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	24,344,506.

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	29,552,500.
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	29,552,500.
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	653,419.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	28,899,081.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				24,344,506.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			22,959,226.	
b Total for prior years 20 16 ,20 15 ,20 14				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 29,552,500.				
a Applied to 2017, but not more than line 2a			22,959,226.	
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 2018 distributable amount				6,593,274.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (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 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				17,751,232.
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 2013 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

AARON SOSNICK

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

N/A

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

Check here ▶ [X] 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 14				
Total ▶ **3a**				29,401,000.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,153,262.	
4 Dividends and interest from securities			14	2,993,206.	
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	51,236,228.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 15		-79,603.		8,584,653.	16,680.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-79,603.		65,967,349.	16,680.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 65,904,426.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
11	INTEREST INCOME FROM PROGRAM RELATED INVESTMENT, CONEY
	ISLAND USA MORTGAGE LOAN - TO ASSIST IN PURCHASING THE
	BUILDING NEXT DOOR TO ITS EXISTING PROPERTY

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ [signature] 11/12/2019 ▶ Trustee

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below? See instructions. ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	11/11/2019		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	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
K-1 INC/LOSS KAYNE ANDERSON RE DEBT	2,412,384.	2,412,384.	
K-1 INC/LOSS KAYNE ANDERSON RE PTNS V	-29,972.	-6,054.	
K-1 INC/LOSS KAYNE CREDIT OPPORTUNITIES	1,200,281.	1,248,586.	
SUBPART F INCOME-KAYNE SR CR FD II OFFSH	1,360,765.	1,360,765.	
K-1 INC/LOSS RF INVESTMENT PARTNERS SBIC	66,878.	74,011.	
INTEREST INCOME FROM PRI	16,680.	16,680.	16,680.
SECTION 965 INCOME	12,588.	12,588.	
INTEREST INCOME-KAYNE ANDERSON REV	148,625.	148,625.	
SUBPART F INC-MAGNITUDE SEL OPP SER 2	3,333,501.	3,333,501.	
TOTALS	8,521,730.	8,601,086.	16,680.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GENERAL CONSULTATIONS	16,741.	16,741.		
TOTALS	16,741.	16,741.		

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT SERVICES	22,083.	22,083.
CONSULTING SERVICES	8,225.	8,225.
TOTALS	30,308.	30,308.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
990-PF ESTIMATED TAX FOR 2018	108,600.
990-PF EXTENSION FOR 2017	55,526.
STATE INCOME TAX 2017	250.
TOTALS	164,376.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	150,000.		150,000.
K-1 EXP KAYNE ANDERSON CORE RE	197.	197.	
K-1 EXP KAYNE ANDERSON RE DEBT	262,528.	262,528.	
K-1 EXP KAYNE ANDERSON RE P IV	9,820.	9,820.	
K-1 EXP KAYNE ANDERSON RE P V	6,425.	6,425.	
K-1 EXP KAYNE CREDIT OPPORTUNI	188,180.	176,943.	
K-1 EXP RF INVESTMENT PARTNERS	127,229.	127,018.	
STATE OR LOCAL FILING FEES	1,500.		1,500.
TOTALS	745,879.	582,931.	151,500.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIDELITY 500 INDEX FUND	27,367,267.	39,754,415.
TOTALS	27,367,267.	39,754,415.

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
KAYNE ANDERSON CORE REAL ESTAT	9,783,433.	9,930,433.
KAYNE ANDERSON RE DEBT	15,223,471.	15,205,548.
KAYNE ANDERSON RE PTNS IV, LP	12,343,688.	15,360,681.
KAYNE ANDERSON RE PTNS V, LP	3,622,850.	3,127,628.
KAYNE CREDIT OPPORTUNITIES FD	10,547,324.	9,216,209.
KAYNE SENIOR CREDIT II OFFSHOR	14,009,709.	12,888,881.
MAGNITUDE INT CL A (S Y) 07/18	57,679,381.	80,209,930.
MAGNITUDE INT'L - CLASS A INIT	16,972,107.	35,543,694.
MAGNITUDE INT CL A (S Y) 10/18	445,484.	306,679.
MAGNITUDE SELECT OPPORTUNITIES	4,903,534.	3,242,562.
RF INVESTMENT PARTNERS SBIC, L	607,079.	605,116.
TOTALS	146,138,060.	185,637,361.

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PRI- CONEY ISLAND USA MORTGAGE	499,500.	499,500.
TOTALS	499,500.	499,500.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY-TRADED SECURITIES						
99755641.		52550928.					47204713.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)						
							1,868,171.	
		KAYNE ANDERSON REAL ESTATE PTN V L.P				P	05/01/2018	06/13/2018
1,500,000.		1,318,112.					181,888.	
		MAGNITUDE SELECT OPPORTUNITIES SERIES 2				P	05/16/2014	09/20/2018
793,184.		431,626.					361,558.	
		MAGNITUDE SELECT OPPORTUNITIES SERIES 2				P	05/16/2014	12/31/2018
3,140,526.		1,520,628.					1,619,898.	
TOTAL GAIN(LOSS)							51236228.	

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

DONOR ADVISED FUND STMT

DURING THE TAXABLE YEAR ENDING DECEMBER 31, 2018, 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 STMT

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 AT THE DISCRETION OF THE DONOR ADVISED FUND.

ATTACHMENT 11

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

GRANTEE'S NAME:	RXY HOLDINGS, LLC
GRANTEE'S ADDRESS:	1133 AVENUE OF THE AMERICAS
CITY, STATE & ZIP:	NEW YORK, NY 10036
GRANT DATE:	12/28/2018
GRANT AMOUNT:	6,500,000.
GRANT PURPOSE:	TO PURCHASE BUILDING AND ENSURE ITS USE FOR CHARITABLE AND EDUCATIONAL PURPOSES
AMOUNT EXPENDED:	
ANY DIVERSION?	NO
DATES OF REPORTS:	EXPECTED IN 2019
VERIFICATION DATE:	

RESULTS OF VERIFICATION:
NONE NECESSARY

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
AARON SOSNICK FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TRUSTEE 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

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

ATTACHMENT 13

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
FOUNDATION SOURCE 55 WALLS DRIVE, 3RD FL FAIRFIELD, CT 06824	ADMINISTRATIVE	150,000.
	TOTAL COMPENSATION	150,000.

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

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
3-LEGGED DOG INC 80 GREENWICH ST NEW YORK, NY 10006	N/A PC	GENERAL & UNRESTRICTED	2,000
9 DOTS COMMUNITY LEARNING CENTER 931 N HIGHLAND AVE LOS ANGELES, CA 90038	N/A PC	GENERAL & UNRESTRICTED	250,000
ALL STARS PROJECT INC 543 W 42ND ST NEW YORK, NY 10036	N/A PC	GENERAL & UNRESTRICTED	10,000
ARCHITECTURAL LEAGUE OF NEW YORK 594 BROADWAY RM 607 NEW YORK, NY 10012	N/A PC	GENERAL & UNRESTRICTED	20,000
BIKE NEW YORK INC 475 RIVERSIDE DR FL 13 NEW YORK, NY 10115	N/A PC	RECYCLE A BICYCLE PROGRAM	10,000
BOWERY ALLIANCE OF NEIGHBORS 308 E 6TH ST NEW YORK, NY 10003	N/A PC	GENERAL & UNRESTRICTED	5,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BURNING MAN PROJECT 660 ALABAMA ST FLR 4 SAN FRANCISCO, CA 94110	N/A PC	GENERAL & UNRESTRICTED	15,000
CALIFORNIA BICYCLE COALITION EDUCATION FUND 1017 L ST 288 SACRAMENTO, CA 95814	N/A PC	GENERAL & UNRESTRICTED	75,000
CATHOLIC BIG SISTERS & BIG BROTHERS 137 E 2ND ST 2ND FLR NEW YORK, NY 10009	N/A PC	GENERAL & UNRESTRICTED	5,000
CATHOLIC CHARITIES COMMUNITY SERVICES ARCHDIOCESE 1011 1ST AVE NEW YORK, NY 10022	N/A PC	GENERAL & UNRESTRICTED	25,000
CENTURION MINISTRIES 1000 HERRONTOWN RD FL 2 STE 8 PRINCETON, NJ 08540	N/A PC	GENERAL & UNRESTRICTED	50,000
CHALKBEAT INC 1239 BROADWAY STE 703B NEW YORK, NY 10001	N/A PC	GENERAL & UNRESTRICTED	100,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CITY LORE INC 56 E 1ST ST NEW YORK, NY 10003	N/A PC	GENERAL & UNRESTRICTED	25,000
CITY LORE INC 56 E 1ST ST NEW YORK, NY 10003	N/A PC	"IT TOOK 50 YEARS FRANCES GOLDIN AND THE STRUGGLE FOR COOPER SQUARE" FILM PROJECT	40,000
CITY YEAR INC 287 COLUMBUS AVE BOSTON, MA 02116	N/A PC	CITY YEAR LOS ANGELES PROGRAM	1,000,000
COLLEGESPRING INC 1333 BROADWAY STE 250 OAKLAND, CA 94612	N/A PC	GENERAL & UNRESTRICTED	200,000
COMMUNITY PARTNERS 1000 N ALAMEDA ST STE 240 LOS ANGELES, CA 90012	N/A PC	LOS ANGELES WALKS PROGRAM	200,000
COMMUNITY PARTNERS 1000 N ALAMEDA ST STE 240 LOS ANGELES, CA 90012	N/A PC	MOVE LA PROGRAM	100,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY PARTNERS 1000 N ALAMEDA ST STE 240 LOS ANGELES, CA 90012	N/A PC	PEOPLE FOR MOBILITY JUSTICE PROGRAM	30,000
CONEY ISLAND USA 1208 SURF AVE BROOKLYN, NY 11224	N/A PC	GENERAL & UNRESTRICTED	100,000
CORPUS CHRISTI SCHOOL 535 W 121ST ST NEW YORK, NY 10027	N/A PC	GENERAL & UNRESTRICTED	2,000
CREATIVE TIME INC 59 E 4TH ST 6TH FL NEW YORK, NY 10003	N/A PC	GENERAL & UNRESTRICTED	10,000
EAST VILLAGE COMMUNITY COALITION INC 143 AVE B - SIMPLEX NEW YORK, NY 10009	N/A PC	GENERAL & UNRESTRICTED	40,000
ENRICH LA 2173 CEDARHURST DR LOS ANGELES, CA 90027	N/A PC	GENERAL & UNRESTRICTED	100,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ESSE AFICIONADO INC PO BOX 1124 NEW YORK, NY 10113	N/A PC	GENERAL & UNRESTRICTED	1,000.
FIDELITY INVESTMENTS CHARITABLE GIFT FUND PO BOX 770001 CINCINNATI, OH 45277	N/A PC	LA VIDA FELIZ FOUNDATION ACCOUNT	9,100,000
FIGMENT PROJECT INC 111 E 14TH ST, #369 NEW YORK, NY 10003	N/A PC	GENERAL & UNRESTRICTED	100,000
FOURTH ARTS BLOCK INC 61 E 4TH ST NEW YORK, NY 10003	N/A PC	GENERAL & UNRESTRICTED	50,000
FREEDOM OF THE PRESS FOUNDATION 222 SUTTER ST STE 600 SAN FRANCISCO, CA 94108	N/A PC	GENERAL & UNRESTRICTED	250,000
FRESH YOUTH INITIATIVES INC 505 W 171ST ST NEW YORK, NY 10032	N/A PC	GENERAL & UNRESTRICTED	200,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRIENDS OF GRIFFITH PARK PO BOX 27573 LOS ANGELES, CA 90027	N/A PC	GENERAL & UNRESTRICTED	75,000
FRIENDS OF THE JUNIOR ARTS CENTER 2535 ABERDEEN AVE LOS ANGELES, CA 90027	N/A PC	GENERAL & UNRESTRICTED	25,000
FRIENDS OF THE LOS ANGELES RIVER 570 W AVE 26 STE 250 LOS ANGELES, CA 90065	N/A PC	GENERAL & UNRESTRICTED	100,000
FUND FOR THE CITY OF NEW YORK INC 121 AVE OF THE AMERICAS, 6TH FLO NEW YORK, NY 10013	N/A PC	LOWER EAST SIDE PRESERVATION INITIATIVE	10,000
FUND FOR THE CITY OF NEW YORK INC 121 AVE OF THE AMERICAS, 6TH FLO NEW YORK, NY 10013	N/A PC	RIDER'S ALLIANCE PROGRAM	250,000
GOVERNORS ISLAND CORPORATION 10 S ST SLIP 7 NEW YORK, NY 10004	N/A PC	OPEN HOUSE GOVERNOR'S ISLAND PROGRAM	200,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRACE OUTREACH 378 E 151ST ST, 5TH FL BRONX, NY 10455	N/A PC	GENERAL & UNRESTRICTED	250,000
GREENWICH VILLAGE SOCIETY FOR HISTORIC PRESERVATIO 232 E 11TH ST NEW YORK, NY 10003	N/A PC	GENERAL & UNRESTRICTED	250,000
HESTER STREET COLLABORATIVE INC 113 HESTER ST NEW YORK, NY 10002	N/A PC	GENERAL & UNRESTRICTED	20,000
IMMEDIATE LIFE INC PO BOX 1556 NEW YORK, NY 10013	N/A PC	GENERAL & UNRESTRICTED	20,000
INNER-CITY SCHOLARSHIP FUND INC, PARTNERS FOR QUAL 1011 1ST AVE STE 1800 NEW YORK, NY 10022	N/A PC	GENERAL & UNRESTRICTED	35,000
LOS ANGELES CONSERVANCY 523 W 6TH ST STE 826 LOS ANGELES, CA 90014	N/A PC	GENERAL & UNRESTRICTED	150,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOS ANGELES COUNTY BICYCLE COALITION 634 S SPRING ST, STE 821 LOS ANGELES, CA 90014	N/A PC	GENERAL & UNRESTRICTED	75,000
LOWER EAST SIDE GIRLS CLUB 101 AVE D, STE 12E NEW YORK, NY 10009	N/A PC	GENERAL & UNRESTRICTED	550,000
LOWER MANHATTAN CULTURAL COUNCIL INC 125 MAIDEN LN FL 2 NEW YORK, NY 10038	N/A PC	GENERAL & UNRESTRICTED	10,000
MAKE MUSIC NEW YORK INC PO BOX 170165 BROOKLYN, NY 11217	N/A PC	PUNK ISLAND PROGRAM	7,500
MATH FOR AMERICA INC 915 BROADWAY 16TH FL NEW YORK, NY 10010	N/A PC	GENERAL & UNRESTRICTED	100,000
MUNICIPAL ART SOCIETY OF NEW YORK 488 MADISON AVE STE 1900 NEW YORK, NY 10022	N/A PC	GENERAL & UNRESTRICTED	500,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEIGHBORHOOD TRUST FINANCIAL PARTNERS INC 530 W 166TH ST 4TH FL NEW YORK, NY 10032	N/A PC	GENERAL & UNRESTRICTED	500,000
NEW YORK LANDMARKS CONSERVANCY INC 1 WHITEHALL ST 21ST FL NEW YORK, NY 10004	N/A PC	GENERAL & UNRESTRICTED	1,100,000
NEW YORK PUBLIC RADIO 160 VARICK ST NEW YORK, NY 10013	N/A PC	FUND FOR THE ACQUISITION OF GOTHAMIST AND LAIST PROPERTIES	500,000
NEW YORK PUBLIC RADIO 160 VARICK ST NEW YORK, NY 10013	N/A PC	GOTHAMIST PROJECT	250,000
OUTSTANDING RENEWAL ENTERPRISES INC PO BOX 20488 NEW YORK, NY 10009	N/A PC	GENERAL & UNRESTRICTED	50,000
PARENT TEACHER ASSOCIATION OF THE EARTH SCHOOL INC 600 E 6TH ST NEW YORK, NY 10009	N/A PC	GENERAL & UNRESTRICTED	1,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PARTNERSHIP FOR LOS ANGELES SCHOOLS 1055 WILSHIRE BLVD, STE 1850 LOS ANGELES, CA 90017	N/A PC	GENERAL & UNRESTRICTED	2,000,000
PROJECT RENEWAL INC 200 VARICK ST NEW YORK, NY 10014	N/A PC	GENERAL & UNRESTRICTED	30,000
REINVENT ALBANY 148 LAFAYETTE ST, 12TH FL NEW YORK, NY 10013	N/A PC	GENERAL & UNRESTRICTED	200,000
ROBIN HOOD FOUNDATION 826 BROADWAY 9TH FL NEW YORK, NY 10003	N/A PC	GENERAL & UNRESTRICTED	200,000
RXY HOLDINGS, LLC 1133 AVE OF THE AMERICAS NEW YORK, NY 10036	N/A NC	EXPENDITURE RESPONSIBILITY GRANT	6,500,000
SOCIAL AND ENVIRONMENTAL ENTREPRENEURS 23532 CALABASAS RD STE A CALABASAS, CA 91302	N/A PC	CITIZENS INCITING CHANGE THROUGH LIVE EXCHANGE PROGRAM	12,500

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOCIETY OF THE THIRD STREET MUSIC SCHOOL SETTLEMEN 235 E 11TH ST NEW YORK, NY 10003	N/A PC	GENERAL & UNRESTRICTED	10,000
SOUTHERN CALIFORNIA INSTITUTE OF ARCHITECTURE 960 E 3RD ST LOS ANGELES, CA 90013	N/A PC	GENERAL & UNRESTRICTED	10,000
SOUTHERN CALIFORNIA STREETS INITIATIVE 11539 NATIONAL BLVD LOS ANGELES, CA 90064	N/A PC	GENERAL & UNRESTRICTED	85,000
STOREFRONT ACADEMY HARLEM 70 E 129TH ST NEW YORK, NY 10035	N/A PC	GENERAL & UNRESTRICTED	150,000
STRATEGIC CONCEPTS IN ORGANIZING AND POLICY EDUCAT 1715 W FLORENCE AVE 2ND FL LOS ANGELES, CA 90047	N/A PC	GENERAL & UNRESTRICTED	10,000
THE ANDREW GOODMAN FOUNDATION INC 10 MOUNTAINVIEW RD UPPER SADDLE RIVER, NJ 07458	N/A PC	GENERAL & UNRESTRICTED	40,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE CHRYSALIS CENTER 522 S MAIN ST LOS ANGELES, CA 90013	N/A PC	GENERAL & UNRESTRICTED	10,000
THE HISTORIC DISTRICTS COUNCIL INC 232 E 11TH ST NEW YORK, NY 10003	N/A PC	GENERAL & UNRESTRICTED	250,000.
THE URBAN ASSEMBLY INC 90 BROAD ST, STE 2101 NEW YORK, NY 10004	N/A PC	GENERAL & UNRESTRICTED	1,500,000
TO BE HEARD FOUNDATION INC 295 E 8TH ST STE 3W NEW YORK, NY 10009	N/A PC	POWER POETRY PROGRAM	60,000
TRANSPORTATION ALTERNATIVES INC 111 JOHN ST, STE 260 NEW YORK, NY 10038	N/A PC	GENERAL & UNRESTRICTED	600,000
TRI-STATE TRANSPORTATION CAMPAIGN 350 W 31ST ST RM 802 NEW YORK, NY 10001	N/A PC	GENERAL & UNRESTRICTED	25,000

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRINITY LOWER EAST LUTHERAN CHURCH 602 E 9TH ST NEW YORK, NY 10009	N/A PC	GENERAL & UNRESTRICTED	15,000
TWO BRIDGES NEIGHBORHOOD COUNCIL INC 275 CHERRY ST GROUND FL OFC NEW YORK, NY 10002	N/A PC	GENERAL & UNRESTRICTED	50,000
UNIVERSITY OF SOUTHERN CALIFORNIA 3551 TROUSDALE PKWY, ADM 160 LOS ANGELES, CA 90089	N/A PC	MATH FOR AMERICA LOS ANGELES PROGRAM	500,000
		TOTAL CONTRIBUTIONS PAID	29,401,000

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

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	-79,603.	14	3,729,174.	
SUBPART F INCOME - KAYNE SR CR FD II OFFSHORE			01	1,360,765.	
INTEREST INCOME FROM PRI					16,680.
SECTION 965 INCOME			14	12,588.	
INTEREST INCOME-KAYNE ANDERSON RE			14	148,625.	
SUBPART F INC-MAGNITUDE SEL OPP SER 2			01	3,333,501.	
TOTALS		-79,603.		8,584,653.	16,680.