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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.

1912

OMB No 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning , 2019, 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): 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 ▶ [ ]

6

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 ▶ [ ]

03
04

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

04

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) ▶ $ 84,100,947.

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))

	Line		(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)	17,097,100.			
	2	Check ▶ [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	49,554.	49,554.		
	4	Dividends and interest from securities	955,292.	955,292.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	120,230.			
	b	Gross sales price for all assets on line 6a 10,115,045.				
	7	Capital gain net income (from Part IV, line 2)		839,302.		
	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	53,455.	281,613.		
	12	**Total** Add lines 1 through 11	18,275,640.	2,125,761.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)[2]	102,000.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 3	132,275.	33,527.		95,025.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	234,275.	33,527.		95,025.
	25	Contributions, gifts, grants paid	2,604,713.			2,604,713.
	26	Total expenses and disbursements Add lines 24 and 25	2,838,988.	33,527.		2,699,738.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	15,436,652.			
	b	**Net investment income** (if negative, enter -0-)		2,092,234.		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,254,810.	8,662,057.	8,662,057.
	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 4	26,315,791.	37,734,260.	48,492,684.
	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 5	15,848,601.	14,459,749.	26,946,206.
	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)	45,419,202.	60,856,066.	84,100,947.
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 FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29, and 30			
	24	Net assets without donor restrictions			
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30			
	26	Capital stock, trust principal, or current funds			
	27	Paid-in or capital surplus, or land, bldg , and equipment fund			
	28	Retained earnings, accumulated income, endowment, or other funds	45,419,202.	60,856,066.	
	29	Total net assets or fund balances (see instructions)	45,419,202.	60,856,066.	
	30	Total liabilities and net assets/fund balances (see instructions)	45,419,202.	60,856,066.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	45,419,202.
2	Enter amount from Part I, line 27a	2	15,436,652.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	60,855,854.
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 29	6	60,855,854.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (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	839,302.
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))
2018	3,279,990.	62,675,160.	0.052333
2017	5,255,136.	62,564,063.	0.083996
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

2	**Total** of line 1, column (d)	2	0.259468
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	0.051894
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	64,760,133.
5	Multiply line 4 by line 3	5	3,360,662.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	20,922.
7	Add lines 5 and 6	7	3,381,584.
8	Enter qualifying distributions from Part XII, line 4	8	2,699,738.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	41,845.
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	41,845.
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	41,845.
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019 — 6a: 93,876.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	93,876.
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	52,031.
11	Enter the amount of line 10 to be **Credited to 2020 estimated tax** ▶ 52,031. **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 ▶ DE,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? 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

2

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754

Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2019, 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 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ 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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019)	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 2019?	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 [X] No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	[ ] Yes [X] No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions	[ ] Yes [X] No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	[ ] Yes [X] No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions		5b		
	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 6				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		
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 [X] 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 7		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 8		95,000.
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	37,986,434.
b	Average of monthly cash balances	1b	3,289,879.
c	Fair market value of all other assets (see instructions)	1c	24,470,015.
d	**Total** (add lines 1a, b, and c)	1d	65,746,328.
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	65,746,328.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	986,195.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	64,760,133.
6	**Minimum investment return.** Enter 5% of line 5	6	3,238,007.

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	3,238,007.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	41,845.		
b	Income tax for 2019 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	41,845.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,196,162.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,196,162.
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	3,196,162.

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	2,699,738.
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	2,699,738.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,699,738.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				3,196,162.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			2,579,192.	
b Total for prior years 20 17 ,20 16 ,20 15				
3 Excess distributions carryover, if any, to 2019				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f Total of lines 3a through e				
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ $ 2,699,738.				
a Applied to 2018, but not more than line 2a			2,579,192.	
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 2019 distributable amount				120,546.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2019 (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 2018 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020				3,075,616.
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 2014 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2020.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017				
d Excess from 2018				
e Excess from 2019				

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 2019, 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 (a) 2019	Prior 3 years (b) 2018	(c) 2017	(d) 2016	(e) Total
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))

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 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 9				
Total . . . . ▶ **3a**				2,604,713.
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	49,554.	
4 Dividends and interest from securities			14	955,292.	
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	525990	212.			
8 Gain or (loss) from sales of assets other than inventory			18	120,230.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 10		-228,158.		281,613.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-227,946.		1,406,689.	

13 Total Add line 12, columns (b), (d), and (e) . . . . . 13 1,178,743.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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] 10/28/20 ▶ PRESIDENT / Director

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	10/28/2020		P01345770
Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶510398347	
Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 800-839-1754	

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	# Schedule of Contributors ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF. ▶ Go to *www.irs.gov/Form990* for the latest information.	OMB No 1545-0047 2019

Name of the organization	Employer identification number
THE BARRY S. STERNLICHT FOUNDATION	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 LEGACY VENTURE MGMT, 180 LYTTON AVE PALO ALTO, CA 94301	$ 166,624.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	LEGACY VENTURE VII, LLC LEGACY VENTURE MGMT, 180 LYTTON AVE PALO ALTO, CA 94301	$ 53,880.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
3	STERNLICHT, BARRY 2374 NORTH BAY ROAD MIAMI BEACH, FL 33140	$ 16,876,605.	Person [ ] Payroll [ ] Noncash [X] (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 II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
3	CBRE GROUP CBRE, 87000 SH.	$ 5,282,205.	12/26/2019
3	VIASAT, INC. VSAT, 80000 SH.	$ 5,909,200.	12/26/2019
3	LGI HOMES INC LGIH, 80000 SH.	$ 5,685,200.	12/27/2019
		$	
		$	
		$	

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Passthrough K-1 Capital Gain/(Loss) - non UBI						$ 86,850
Publicly-traded securities				$ 9,716,999	$ 10,081,665	$ (364,666)
Excess basis distrib-York Inv Ltd				$ 71,392		$ 71,392
Excess basis distrib-Starwood Distr Intl				$ 284,551		$ 284,551
Excess basis distrib-Reservoir Capital Overseas				$ 42,103		$ 42,103
Total included in Part IV				$ 10,115,045	$ 10,081,665	$ 120,230
Passthrough K-1 Capital Gain/(Loss) - UBI						$ 212
Part I, Line 6a Total						$ 120,442

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ENERGY TRANSFER LP	-210,758.	18,347.
K-1 INC/LOSS OCH-ZIFF CAPITAL MGMT GROUP	633.	626.
K-1 INC/LOSS RESERVOIR CAPITAL INV PARTN	32,841.	31,901.
DIVIDEND INCOME ALPHAKEYS MILLENIUM OFFS	40,320.	40,320.
INTEREST INCOME STARWOOD DISTRESSED OPP	190,419.	190,419.
TOTALS	53,455.	281,613.

ATTACHMENT 2

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
990-PF ESTIMATED TAX FOR 2019	24,000.
990-PF EXTENSION FOR 2018	78,000.
TOTALS	102,000.

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	95,000.		95,000.
K-1 EXP ENERGY TRANSFER LP	9,730.	9,038.	
K-1 EXP OCH-ZIFF CAPITAL MGMT	357.	357.	
K-1 EXP RESERVOIR CAPITAL INV	17,163.	14,132.	
K-1 EXP UPRISING HEALTH LLC	10,000.	10,000.	
STATE OR LOCAL FILING FEES	25.		25.
TOTALS	132,275.	33,527.	95,025.

ATTACHMENT 4

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ALPHABET INC CL C	6,948,881.	9,559,693.
CBRE GROUP	5,282,205.	5,332,230.
FACEBOOK INC	2,494,616.	3,663,713.
FORD MOTOR COMPANY	1,447,380.	879,780.
GENERAL MOTORS	1,946,395.	1,731,180.
HYATT HOTELS CORP	705,456.	1,272,985.
INVITATION HOMES INC.	707,593.	1,159,659.
JP MORGAN CHASE	504,813.	1,648,405.
LGI HOMES INC	5,685,200.	5,652,000.
LOWES COMPANIES INC	1,163,035.	4,050,163.
MICRON TECHNOLOGY	955,661.	2,365,728.
SCULPTOR CAPITAL MGMT, INC	286,743.	52,267.
STARWOOD PROPERTY TRUST INC	4,995,055.	6,300,046.
TARGA RESOURCES CORP	2,237,862.	1,776,105.
THE BLACKSTONE GROUP INC CL A	2,373,365.	3,048,730.
TOTALS	37,734,260.	48,492,684.

ATTACHMENT 5

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ALPHAKEYS MILLENIUM OFFSHORE F	1,000,000.	995,491.
CHANGE.ORG, INC - SER C PFD	500,003.	15,449.
D1 CAPITAL PARTNERS OFFSHORE L	3,000,000.	3,855,646.
ENERGY TRANSFER LP	2,261,296.	2,476,190.
MELVIN CAPITAL OFFSHORE, LTD	2,000,000.	3,321,867.
RESERVOIR CAPITAL INV PARTNERS	1,023,771.	1,296,055.
RESERVOIR CAPITAL OVERSEAS PTN		282,878.
STARWOOD DISTRESSED OPP FD INT		568,206.
STARWOOD DISTRESSED OPP FD US	6,548.	3,969,817.
TILDEN PARK OFFSHORE INVESTMEN	2,670,618.	7,994,039.
UPRISING HEALTH LLC	1,997,513.	1,997,512.
YORK INVESTMENT LIMITED		173,056.
TOTALS	14,459,749.	26,946,206.

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						
9,716,999.		9,362,593.					354,406.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)						
							86,850.	
		EXCESS BASIS DISTRIB-STARWOOD DISTR INTL						
284,551.							284,551.	
		EXCESS BASIS DISTRIB-RESERVOIR CAP OFFSH						
42,103.							42,103.	
		EXCESS BASIS DISTRIB-YORK INV LTD						
71,392.							71,392.	
TOTAL GAIN(LOSS)							839,302.	

ATTACHMENT 6

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

GRANTEE'S NAME: THE BARRY AND MIMI STERNLICHT FOUNDATION
GRANTEE'S ADDRESS: 501 SILVERSIDE RD
CITY, STATE & ZIP: WILMINGTON, DE 19809
GRANT DATE: 10/14/2016
GRANT AMOUNT: 38,371,753.
GRANT PURPOSE: CAPITAL ENDOWMENT
AMOUNT EXPENDED: 3,221,576.
ANY DIVERSION? NO
DATES OF REPORTS: 1/25/18, 1/22/19, 1/2/20
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: 3,320,000.
ANY DIVERSION? NO
DATES OF REPORTS: 8/25/18, 4/4/19, 12/27/19
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: 1/22/19, 1/2/20
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

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

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DAVID A STEIN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
BARRY STERNLICHT FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES, DIR, SEC 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

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

ATTACHMENT 8

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
FOUNDATION SOURCE 55 WALLS DRIVE, 3RD FLOOR FAIRFIELD, CT 06824	ADMINISTRATIVE	95,000.
	TOTAL COMPENSATION	95,000.

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AFRICAN MISSION HEALTHCARE FOUNDATION PO BOX 8598 PUEBLO, CO 81008	N/A PC	EMERGENCY C-SECTION INITIATIVE	30,000
AMERICAN BRAIN TUMOR ASSOCIATION 8550 W BRYN MAWR AVE STE 550 CHICAGO, IL 60631	N/A PC	CHARITABLE EVENT	5,000
AMERICAN JEWISH COMMITTEE 165 E 56TH ST NEW YORK, NY 10022	N/A PC	TO SUPPORT AJC PROGRAMS AND INITIATIVES	10,000
ANTI-DEFAMATION LEAGUE 605 3RD AVE NEW YORK, NY 10158	N/A PC	GENERAL & UNRESTRICTED	25,000
BARTLETT ARBORETUM ASSOCIATION INC 151 BROOKDALE RD STAMFORD, CT 06903	N/A PC	GENERAL & UNRESTRICTED	5,000
BIRTHRIGHT ISRAEL FOUNDATION PO BOX 21615 NEW YORK, NY 10087	N/A PC	CHARITABLE EVENT	18,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BLUESPHERE FOUNDATION INC 888 7TH AVE 30TH FL NEW YORK, NY 10106	N/A PC	TO SUPPORT SEALEGACY WORK PROJECTS AND INITIATIVES	5,000
BOYS CLUB OF NEW YORK INC 287 E 10TH ST NEW YORK, NY 10009	N/A PC	CHARITABLE EVENT	10,000
CHABAD OF COLLEGE HILL INC 12 OLIVE ST PROVIDENCE, RI 02906	N/A PC	FOR ANNUAL CAMPAIGN TO SUPPORT PROGRAMS, CLASSES, ACTIVITIES AND SERVICES FOR COLLEGE STUDENTS AT CHABAD OF COLLEGE HILL SERVING THE JEWISH COMMUNITY AT BROWN UNIVERSITY, RISD AND JOHNSON & WALES UNIVERSITY	5,000
CHAI FOUNDATION INC DBA CHABAD LUBAVITCH OF MIDTOW 509 5TH AVE NEW YORK, NY 10017	N/A PC	ANNUAL SUPPORT FOR PASSOVER HOLIDAY - TO HELP DEFRAY FOOD BUDGET COSTS TO SERVE THE NEEDY IN THE COMMUNITY	5,000
CHILDRENS HOPE INDIA INC 7 EDGEMERE DR ALBERTSON, NY 11507	N/A PC	CHARITABLE EVENT	10,000
CITY HARVEST INC 6 E 32ND ST 5TH FL NEW YORK, NY 10016	N/A PC	GENERAL & UNRESTRICTED	15,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CITYMEALS-ON-WHEELS 355 LEXINGTON AVE 3RD FL NEW YORK, NY 10017	N/A PC	CHARITABLE EVENT	25,000
CONGREGATION BETH ISRAEL 229 MURDOCK AVE ASHEVILLE, NC 28804	N/A PC	GENERAL & UNRESTRICTED	5,000
CONGREGATION SHIRAT HAYAM PO BOX 1145 NANTUCKET, MA 02554	N/A PC	GENERAL & UNRESTRICTED	6,800
DANA FARBER CANCER INSTITUTE INC PO BOX 849168 BOSTON, MA 02284	N/A PC	GRANT FOR DR DAVID REARDON'S RESEARCH FUND AT DANA-FARBER CANCER INSTITUTE, TO SUPPORT INNOVATIVE RESEARCH FOR BRAIN CANCERS	20,000
DELIVERING GOOD, INC 266 W 37TH ST 22ND FL NEW YORK, NY 10018	N/A PC	CHARITABLE EVENT	10,000
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVE S NEW YORK, NY 10010	N/A PC	GENERAL & UNRESTRICTED	30,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRESH AIR FUND 633 3RD AVE NEW YORK, NY 10017	N/A PC	CHARITABLE EVENT	25,000
GABRIELLES ANGEL FOUNDATION FOR CANCER RESEARCH IN 420 LEXINGTON AVE, STE 226 NEW YORK, NY 10170	N/A PC	CHARITABLE EVENT	15,000
GLOBAL POVERTY PROJECT INC 594 BROADWAY, STE 207 NEW YORK, NY 10012	N/A PC	GLOBAL CITIZEN WORK PROJECTS AND INITIATIVES	5,000
GREATER MIAMI JEWISH FEDERATION 4200 BISCAYNE BLVD MIAMI, FL 33137	N/A PC	GENERAL & UNRESTRICTED	50,000
HARLEM RBI INCORPORATED 1991 2ND AVE NEW YORK, NY 10029	N/A PC	GENERAL & UNRESTRICTED	10,000
HARVARD BUSINESS SCHOOL CLUB OF NEW YORK INC 1460 BROADWAY NEW YORK, NY 10036	N/A PC	CHARITABLE EVENT	50,000

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

ATTACHMENT 9 (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	GENERAL & UNRESTRICTED	5,000
HRJ CHARITIES INC 555 BRYANT ST NO 230 PALO ALTO, CA 94301	N/A PC	CHARITABLE EVENT	25,000
ICAHN SCHOOL OF MEDICINE AT MOUNT SINAI ONE GUSTAVE L LEVY PL, BOX 1049 NEW YORK, NY 10029	N/A PC	CHARITABLE EVENT	25,000
IMENTOR INCORPORATED 30 BROAD ST, 9TH FL NEW YORK, NY 10004	N/A PC	CHARITABLE EVENT	25,000
JDRF INTERNATIONAL 26 BROADWAY, 14TH FL NEW YORK, NY 10004	N/A PC	CHARITABLE EVENT	8,613
JEWISH FEDERATION OF GREATER DAYTON INC 525 VERSAILLES DR CENTERVILLE, OH 45459	N/A PC	ENDOWMENT FUND FOR THE JEWISH CEMETERIES OF GREATER DAYTON	5,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONA 3525 PIEDMONT RD NE BLDG 6 STE 300 ATLANTA, GA 30305	N/A PC	CHARITABLE EVENT	5,000
LINCOLN CENTER FOR THE PERFORMING ARTS INC PO BOX 22349 NEW YORK, NY 10087	N/A PC	CHARITABLE EVENT	25,000
LITTLE STAR FOUNDATION 174 WATERCOLOR WAY STE 103B343 SANTA ROSA BEACH, FL 32459	N/A PC	GENERAL & UNRESTRICTED	15,000
MOUNT SINAI MEDICAL CENTER OF FLORIDA INC 4300 ALTON RD MIAMI BEACH, FL 33140	N/A PC	GENERAL & UNRESTRICTED	20,000
NANTUCKET COMMUNITY SAILING INC 4 WINTER ST NANTUCKET, MA 02554	N/A PC	GENERAL & UNRESTRICTED	1,000
NANTUCKET CONSERVATION FOUNDATION INC PO BOX 13 NANTUCKET, MA 02554	N/A PC	GENERAL & UNRESTRICTED	10,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NANTUCKET DREAMLAND FOUNDATION PO BOX 989 NANTUCKET, MA 02554	N/A PC	CHARITABLE EVENT	1,000
NANTUCKET FIRE DEPARTMENT 131 PLEASANT ST NANTUCKET, MA 02554	N/A GOV	GENERAL & UNRESTRICTED	1,000
NANTUCKET GOLF CLUB FOUNDATION INC 250 MILESTONE RD PO BOX 313 SIASCONSET, MA 02564	N/A PC	GENERAL & UNRESTRICTED	5,000
NANTUCKET POLICE CHARITABLE ASSOC I NC 4 FAIRGROUNDS RD NANTUCKET, MA 02554	N/A PC	GENERAL & UNRESTRICTED	1,000
NATURAL RESOURCES DEFENSE COUNCIL INC 40 W 20TH ST 11TH FL NEW YORK, NY 10011	N/A PC	CHARITABLE EVENT	12,500
NATURAL RESOURCES DEFENSE COUNCIL INC 40 W 20TH ST 11TH FL NEW YORK, NY 10011	N/A PC	RESTRICTED GIFT FOR STERNLICHT SUSTAINABILITY FUND FOR 1 HOTELS FELLOWSHIP - E2 PROGRAM - 10 FELLOWSHIPS FOR THIRD YEAR 2019/2020 CLASS	150,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NAVY SEAL FOUNDATION INC 1619 D ST VIRGINIA BEACH, VA 23459	N/A PC	CHARITABLE EVENT	10,000
NEW YORK SHAKESPEARE FESTIVAL 425 LAFAYETTE ST NEW YORK, NY 10003	N/A PC	CHARITABLE EVENT	25,000
OCEANA INC 1025 CONNECTICUT AVE NW STE 200 WASHINGTON, DC 20036	N/A PC	GENERAL & UNRESTRICTED	5,000
PEBBLE BEACH COMPANY FOUNDATION PO BOX 1767 PEBBLE BEACH, CA 93953	N/A PC	GENERAL & UNRESTRICTED	10,000
PROJECT DESTINED INC 1623 S ST NW WASHINGTON, DC 20009	N/A PC	GENERAL & UNRESTRICTED	10,000
PUBLICOLOR INC 20 W 36TH ST 9TH FL NEW YORK, NY 10018	N/A PC	CHARITABLE EVENT	5,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RAINFOREST PARTNERSHIP PO BOX 49268 AUSTIN, TX 78765	N/A PC	GENERAL & UNRESTRICTED	5,000
REACH PREP INC ONE DOCK ST, STE 100 STAMFORD, CT 06902	N/A PC	CHARITABLE EVENT	10,000
ROBIN HOOD FOUNDATION 826 BROADWAY 9TH FL NEW YORK, NY 10003	N/A PC	GENERAL & UNRESTRICTED	1,500,000
ROBIN HOOD FOUNDATION 826 BROADWAY 9TH FL NEW YORK, NY 10003	N/A PC	POVERTY-FIGHTING PROGRAMS AND SERVICES	2,800
SAIL TO PREVAIL INC PO BOX 1264 NEWPORT, RI 02840	N/A PC	GENERAL & UNRESTRICTED	1,000
SDG IMPACT FUND INC 475 E MAIN ST STE 154 CARTERSVILLE, GA 30121	N/A PC	GENERAL & UNRESTRICTED	5,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEEDS OF PEACE INC 370 LEXINGTON AVE STE 1201 NEW YORK, NY 10017	N/A PC	CHARITABLE EVENT	15,000
SEVENTH REGIMENT ARMORY CONSERVANCY INC DBA PARK A 643 PARK AVE, 3RD FL NEW YORK, NY 10065	N/A PC	CHARITABLE EVENT	20,000
SHATTERPROOF A NONPROFIT CORP 101 MERRITT 7 CORPORATE PARK 1ST FL NORWALK, CT 06851	N/A PC	CHARITABLE EVENT	10,000
SIMON WIESENTHAL CENTER 1399 S ROXBURY 2ND FL LOS ANGELES, CA 90035	N/A PC	CHARITABLE EVENT	10,000
THE EVERGLADES FOUNDATION INC 18001 OLD CUTLER RD STE 625 PALMETTO BAY, FL 33157	N/A PC	CHARITABLE EVENT	25,000
THE HOSPICE OF DAYTON INC 324 WILMINGTON AVE DAYTON, OH 45420	N/A PC	GENERAL & UNRESTRICTED	5,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE NEW YORK PUBLIC LIBRARY ASTOR LENOX AND TILDEN 445 5TH AVE 4TH FL NEW YORK, NY 10016	N/A PC	CHARITABLE EVENT	5,000
THE OPEN DOOR SHELTER INC 4 MERRITT ST NORWALK, CT 06854	N/A PC	GENERAL & UNRESTRICTED	10,000
ULTIMATE HAWAIIAN TRAIL RUN FOUNDATION INC PO BOX 785 LAWAI, HI 96765	N/A PC	GENERAL & UNRESTRICTED	10,000
UNITED JEWISH APPEAL FEDERATION OF JEWISH PHILANTH PO BOX 4227 NEW YORK, NY 10261	N/A PC	CHARITABLE EVENT	25,000
UNITED JEWISH APPEAL FEDERATION OF JEWISH PHILANTH PO BOX 4227 NEW YORK, NY 10261	N/A PC	CHARITABLE EVENT	25,000
UNITED JEWISH APPEAL FEDERATION OF JEWISH PHILANTH PO BOX 4227 NEW YORK, NY 10261	N/A PC	CHARITABLE EVENT	25,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024	N/A PC	GENERAL & UNRESTRICTED	30,000
USTA FOUNDATION INCORPORATED 70 W RED OAK LN WHITE PLAINS, NY 10604	N/A PC	GENERAL & UNRESTRICTED	5,000
WILDAID INC 333 PINE ST STE 300 SAN FRANCISCO, CA 94104	N/A PC	GENERAL & UNRESTRICTED	5,000
WORLDSERVE INTERNATIONAL 2306 PENINSULA DR ERIE, PA 16506	N/A PC	TO SUPPORT HOOPS2O INITIATIVE TO RAISE FUNDS AND AWARENESS FOR CLEAN WATER INITIATIVES IN EAST AFRICA	1,000
YEAR UP INC 45 MILK ST, 9TH FL BOSTON, MA 02109	N/A PC	GENERAL & UNRESTRICTED	50,000
YOUTH IMPROVING NON-PROFITS FOR CHILDREN 535 8TH AVE STE 1400 NEW YORK, NY 10018	N/A PC	CHARITABLE EVENT	5,000
		TOTAL CONTRIBUTIONS PAID	2,604,713

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

ATTACHMENT 10

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME.
K-1 INC/LOSS	525990	-228,158.	14	50,874.	
DIVIDEND INCOME ALPHAKEYS MILLENIUM OFFS			14	40,320.	
INTEREST INCOME STARWOOD DISTRESSED OPP			14	190,419.	
TOTALS		-228,158.		281,613.	