

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 1545-0047

2019

Open to Public Inspection.

For calendar year 2019 or tax year beginning , 2019, and ending , 20

Name of foundation

THE BARRY AND MIMI STERNLICHT FOUNDATION

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

FOUNDATION SOURCE 501 SILVERSIDE RD

City or town, state or province, country, and ZIP or foreign postal code

WILMINGTON, DE 19809-1377

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 57,896,423.

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

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

A Employer identification number

81-3797200

B Telephone number (see instructions)

(800) 839-1754

C If exemption application is pending, check here. ☐ **6**D 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

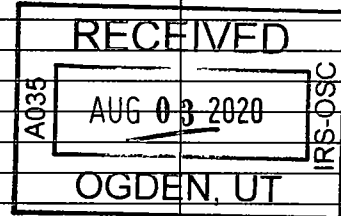
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch B.				
3	Interest on savings and temporary cash investments.	371,463.	371,463.		
4	Dividends and interest from securities	647,358.	647,358.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	452,758.			
b	Gross sales price for all assets on line 6a	3,128,862.			
7	Capital gain net income (from Part IV, line 2)		84,612.		
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	35,456.	697.		
12	Total Add lines 1 through 11	1,507,035.	1,104,130.		
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]	900.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 3	92,670.	399.		92,271.
24	Total operating and administrative expenses. Add lines 13 through 23.	93,570.	399.		92,271.
25	Contributions, gifts, grants paid	2,607,500.			2,607,500.
26	Total expenses and disbursements Add lines 24 and 25	2,701,070.	399.		2,699,771.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-1,194,035.			
b	Net investment income (if negative, enter -0-)		1,103,731.		
c	Adjusted net income (if negative, enter -0-)				

Revenue
Operating and Administrative Expenses
SCANNED FEB 05 2021

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	24,066,465.	22,588,016.	22,588,016.
	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	16,959,416.	17,355,090.	26,109,630.
	c Investments - corporate bonds (attach schedule) ATCH 5	3,375,000.	3,375,000.	3,075,000.
	11 Investments - land, buildings, and equipment basis			
Liabilities	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 6	5,360,086.	5,248,826.	6,123,777.
	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)	49,760,967.	48,566,932.	57,896,423.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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.	
	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	49,760,967.	48,566,932.	
	29 Total net assets or fund balances (see instructions)	49,760,967.	48,566,932.	
	30 Total liabilities and net assets/fund balances (see instructions)	49,760,967.	48,566,932.	

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	49,760,967.
2 Enter amount from Part I, line 27a	2	-1,194,035.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	48,566,932.
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	48,566,932.

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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	84,612.	
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

(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	2,379,776.	54,860,689.	0.043379
2017	574,143.	53,246,121.	0.010783
2016	60,000.	17,376,983.	0.003453
2015			
2014			
2 Total of line 1, column (d)			2 0.057615
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 0.019205
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			4 54,994,277.
5 Multiply line 4 by line 3.			5 1,056,165.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 11,037.
7 Add lines 5 and 6.			7 1,067,202.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 2,699,771.

3

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	11,037.
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	11,037.
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	11,037.
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	25,000.
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	25,000.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	13,963.
11	Enter the amount of line 10 to be Credited to 2020 estimated tax ☐ 13,963. Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.		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.		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► THE CORPORATION TRUST COMPANY Telephone no ► 302-658-7581 Located at ► 1209 ORANGE STREET WILMINGTON, DE ZIP+4 ► 19801		
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 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?		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. ☐ Organizations relying on a current notice regarding disaster assistance, check here ☐	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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

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

	Yes	No
5a During the year, did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐ Yes	☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		
Organizations relying on a current notice regarding disaster assistance, check here		☐
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)		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		☒
If "Yes" to 6b, file Form 8870		
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?		
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 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		92,246.

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 ▶	

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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	26,105,233.
b	Average of monthly cash balances	1b	23,602,743.
c	Fair market value of all other assets (see instructions).	1c	6,123,777.
d	Total (add lines 1a, b, and c)	1d	55,831,753.
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	55,831,753.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	837,476.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	54,994,277.
6	Minimum investment return. Enter 5% of line 5	6	2,749,714.

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	2,749,714.
2a	Tax on investment income for 2019 from Part VI, line 5 2a		11,037.
b	Income tax for 2019 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b.	2c	11,037.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,738,677.
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4	5	2,738,677.
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	2,738,677.

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	2,699,771.
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	2,699,771.
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	11,037.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,688,734.

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				2,738,677.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only.			2,634,396.	
b Total for prior years 20 <u>17</u> , 20 <u>16</u> , 20 <u>15</u>				
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 ▶ \$ <u>2,699,771.</u>				
a Applied to 2018, but not more than line 2a			2,634,396.	
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.				65,375.
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.				2,673,302.
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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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		Prior 3 years		(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4, for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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 ☒ 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	2,607,500.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) 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	371,463.		
4 Dividends and interest from securities			14	647,358.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory	525990	268.	18	452,490.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b <u>ATCH 10</u>		8.		35,448.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		276.		1,506,759.		
13 Total. Add line 12, columns (b), (d), and (e)					13	1,507,035.

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

[illegible]

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

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

[illegible]

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

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

**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 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

JEFFREY D HASKELL

Preparer's signature

JEFFREY D HASKELL

Date _____

06/16/2020

Check ☐ if self-employed

PTIN

P01345770

Firm's name ► FOUNDATION SOURCE

Firm's EIN ▶ 510398347

Firm's address ► ONE HOLLOW LN, STE 212
LAKE SUCCESS, NY

11042

Phone no. 800-839-1754

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

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 3,128,862	\$ 2,676,966	\$ 451,896
						\$ 594
Total included in Part IV				\$ 3,128,862	\$ 2,676,966	\$ 452,490
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 268
Part I, Line 6a Total						<u>\$ 452,758</u>

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS OCH-ZIFF CAPITAL MGMT GROUP	705.	697.
FEDERAL TAX REFUND	34,751.	
TOTALS	<u>35,456.</u>	<u>697.</u>

ATTACHMENT 2FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-T 1ST EXTENSION FOR 2018	900.
TOTALS	<u>900.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	92,246.		92,246.
K-1 EXP OCH-ZIFF CAPITAL MGMT	399.	399.	
STATE OR LOCAL FILING FEES	25.		25.
TOTALS	<u>92,670.</u>	<u>399.</u>	<u>92,271.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 4

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALPHABET INC CL C	2,960,818.	2,941,444.
EQUINIX, INC	4,835,345.	7,798,815.
FORD MOTOR COMPANY	1,255,314.	980,220.
GENERAL MOTORS	1,660,577.	1,928,820.
HYATT HOTELS CORP	786,706.	1,418,315.
INVITATION HOMES INC.	820,822.	1,291,977.
JP MORGAN CHASE	892,475.	1,836,595.
LOWES COMPANIES INC	2,679,119.	4,512,676.
MICRON TECHNOLOGY	825,835.	2,635,812.
QUALCOMM INC	526,257.	706,722.
SCULPTOR CAPITAL MGMT, INC	111,822.	58,234.
TOTALS	<u>17,355,090.</u>	<u>26,109,630.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SOUTHERN CAL EDISON NT - 6.250	3,375,000.	3,075,000.
TOTALS	<u>3,375,000.</u>	<u>3,075,000.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TILDEN PARK OFFSHORE INVESTMEN	5,248,826.	6,123,777.
TOTALS	<u>5,248,826.</u>	<u>6,123,777.</u>

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,128,862.		PUBLICLY-TRADED SECURITIES					84,018.	
		3,044,844.						
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)					594.	
TOTAL GAIN (LOSS)							<u>84,612.</u>	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 7

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

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FOUNDATION SOURCE 55 WALLS DRIVE, 3RD FLOOR FAIRFIELD, CT 06824	ADMINISTRATIVE	92,246.
TOTAL COMPENSATION		<u>92,246.</u>

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
AMERICAN JEWISH COMMITTEE 165 E 56TH ST NEW YORK, NY 10022	N/A PC		CHARITABLE EVENT	50,000
BARD COLLEGE PO BOX 5000 ANNANDALE-ON-HUDSON, NY 12504	N/A PC		BARD PRISON INITIATIVE AT BARD COLLEGE	20,000
BENEATH THE WAVES INC 1650 HARVEST GREEN COURT RESTON, VA 20194	N/A PC		GENERAL & UNRESTRICTED	25,000
BLUESPHERE FOUNDATION INC 888 7TH AVE 30TH FL NEW YORK, NY 10106	N/A PC		SEALEGACY PROJECTS AND INITIATIVES	5,000
BOARD OF TRUSTEES OF THE GLIDE FOUNDATION 330 ELLIS ST SAN FRANCISCO, CA 94102	N/A PC		GENERAL & UNRESTRICTED	10,000
BOYS CLUB OF NEW YORK INC 287 E 10TH ST NEW YORK, NY 10009	N/A PC		CHARITABLE EVENT	5,000

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

ATTACHMENT 9 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND				AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	
BREAKING GROUND HOUSING DEVELOPMENT FUND CORPORATI 505 8TH AVE 5TH FL NEW YORK, NY 10018	N/A PC		GENERAL & UNRESTRICTED	2,000
BROWN UNIVERSITY GIFT CASHIER BOX 1877 PROVIDENCE, RI 02912	N/A PC		ANNUAL FUND	50,000
BROWN UNIVERSITY GIFT CASHIER BOX 1877 PROVIDENCE, RI 02912	N/A PC		TO FUND THE CONSTRUCTION OF BROWN UNIVERSITY'S HEALTH AND WELLNESS FACILITY	1,460,000
CHAI FOUNDATION INC DBA CHABAD LUBAVITCH OF MIDTOW 509 5TH AVE NEW YORK, NY 10017	N/A PC		FOR CHABAD'S HOLIDAY FOOD PROGRAM, JEWISH HIGH HOLY DAYS FOOD PROGRAM, PRE+POST YOM KIPPUR, AND THE ROSH HASHANAH NEW YEAR FESTIVITIES	10,000
CHICAGO CARES INC 2 N RIVERSIDE PLZ STE 1800 CHICAGO, IL 60606	N/A PC		GENERAL & UNRESTRICTED	55,200
CHILD MIND INSTITUTE INC 101 E 56TH ST NEW YORK, NY 10022	N/A PC		CHARITABLE EVENT	15,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMON FUTURE 2323 BROADWAY OAKLAND, CA 94612	N/A PC		GENERAL & UNRESTRICTED	1,500
CROHNS & COLITIS FOUNDATION INC 733 3RD AVE STE 510 NEW YORK, NY 10017	N/A PC		CHARITABLE EVENT	15,000
EDUCATORS FOR EXCELLENCE 80 PINE ST 28TH FLR NEW YORK, NY 10005	N/A PC		GENERAL & UNRESTRICTED	20,000
ENTERPRISE COMMUNITY PARTNERS INC 11000 BROKEN LAND PKWY STE 700 COLUMBIA, MD 21044	N/A PC		GENERAL & UNRESTRICTED	1,500
GLOBAL POVERTY PROJECT INC 594 BROADWAY, STE 207 NEW YORK, NY 10012	N/A PC		GLOBAL CITIZEN WORK PROJECTS AND INITIATIVES	5,000
GREENWICH HOSPITAL 5 PERRYRIDGE RD GREENWICH, CT 06830	N/A PC		GENERAL & UNRESTRICTED	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
HARLEM CHILDRENS ZONE INC 35 E 125TH ST NEW YORK, NY 10035	N/A	PC	GENERAL & UNRESTRICTED	25,000
INNOCENCE PROJECT INC 40 WORTH ST RM 701 NEW YORK, NY 10013	N/A	PC	GENERAL & UNRESTRICTED	20,000
ISRAAID US INC PO BOX 61227 PALO ALTO, CA 94306	N/A	PC	GENERAL & UNRESTRICTED	20,000
JDRF INTERNATIONAL 26 BROADWAY, 14TH FL NEW YORK, NY 10004	N/A	PC	GENERAL & UNRESTRICTED	25,000
LADIES OF HOPE MINISTRIES INC 2023 CAESAR PL BRONX, NY 10473	N/A	PC	GENERAL & UNRESTRICTED	15,000
MARSHALL PROJECT INC 156 W 56TH ST STE 701 NEW YORK, NY 10019	N/A	PC	GENERAL & UNRESTRICTED	15,000

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
MUSEUM OF CHINESE IN THE AMERICA 70 MULBERRY ST 2ND FL NEW YORK, NY 10013	N/A PC	CHARITABLE EVENT	12,500
NATIONAL PARK FOUNDATION 1110 VERMONT AVE NW, STE 200 WASHINGTON, DC 20005	N/A PC	GENERAL & UNRESTRICTED	5,000
NEW YORK COMMON PANTRY 8 E 109TH ST NEW YORK, NY 10029	N/A PC	GENERAL & UNRESTRICTED	3,500
NEW YORK PUBLIC RADIO 160 VARICK ST NEW YORK, NY 10013	N/A PC	RADIOLAB PODCASTS PROGRAM	5,000
NEW YORK STEM CELL FOUNDATION INC 619 W 54TH ST 3RD FL NEW YORK, NY 10019	N/A PC	GENERAL & UNRESTRICTED	20,300
NORTHWESTERN UNIVERSITY 1201 DAVIS ST, 3RD FL EVANSTON, IL 60208	N/A PC	DESIGN FOR AMERICA-NORTHWESTERN CAMPAIGN	2,500

ATTACHMENT 9 (CONT'D)

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
OCEANA INC 1025 CONNECTICUT AVE NW STE 200 WASHINGTON, DC 20036	N/A	PC	GENERAL & UNRESTRICTED	5,000
OCEANIC GLOBAL FOUNDATION 160 W 16TH ST APT 5L NEW YORK, NY 10011	N/A	PC	GENERAL & UNRESTRICTED	20,000
OPPORTUNITY FUND COMMUNITY DEVELOPMENT 111 W SAINT JOHN ST STE 800 SAN JOSE, CA 95113	N/A	PC	GENERAL & UNRESTRICTED	6,000
PLANNED PARENTHOOD OF SOUTHERN NEW ENGLAND INC 345 WHITNEY AVE NEW HAVEN, CT 06511	N/A	PC	GENERAL & UNRESTRICTED	25,300
PRESIDENT & FELLOWS OF HARVARD COLLEGE 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	N/A	PC	THE BARRY AND MIMI STERNLICHT DIABETES RESEARCH FUND AT THE HARVARD STEM CELL INSTITUTE (HSCI)	100,300
PRO PUBLICA INC 155 AVE OF THE AMERICAS 13TH FL NEW YORK, NY 10013	N/A	PC	GENERAL & UNRESTRICTED	2,500

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
PRX INCORPORATED PO BOX 382234 CAMBRIDGE, MA 02238	N/A PC	RADIOTOPIA PODCASTS PROGRAM	1,500
RAINFOREST PARTNERSHIP PO BOX 49268 AUSTIN, TX 78765	N/A PC	GENERAL & UNRESTRICTED	5,000
RESOLUTION PROJECT INC 420 LEXINGTON AVE RM 1626 # 27 NEW YORK, NY 10170	N/A PC	GENERAL & UNRESTRICTED	500
RODALE INSTITUTE 611 SIEGFRIEDALE RD KUTZTOWN, PA 19530	N/A PC	GENERAL & UNRESTRICTED	1,000
ROOTS OF PEACE 4000 CIVIC CENTER DR, STE 330 SAN RAFAEL, CA 94903	N/A PC	GENERAL & UNRESTRICTED	2,500
SDG IMPACT FUND INC 475 E MAIN ST STE 154 CARTERSVILLE, GA 30121	N/A PC	OCEANS2050 AND PLATFORM P17 PROJECTS	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
TEACH FOR AMERICA - CONNECTICUT 370 JAMES ST, STE 404 NEW HAVEN, CT 06513	N/A	PC	GENERAL & UNRESTRICTED	55,000
THE ALLIANCE FOR CLIMATE PROTECTION 555 11TH ST NW STE 601 WASHINGTON, DC 20004	N/A	PC	THE CLIMATE REALITY PROJECT	2,500
THE DOOR - A CENTER OF ALTERNATIVES INC 121 AVE OF THE AMERICAS STE 506 NEW YORK, NY 10013	N/A	PC	GENERAL & UNRESTRICTED	25,300
THE STANFORD FUND OF STANFORD UNIVERSITY 326 GALVEZ ST STANFORD, CA 94305	N/A	PC	GENERAL & UNRESTRICTED	5,300
THORN 1240 ROSECRANS AVE STE 120 MANHATTAN BCH, CA 90266	N/A	PC	GENERAL & UNRESTRICTED	22,500
TIPPING POINT COMMUNITY 220 MONTGOMERY ST SAN FRANCISCO, CA 94104	N/A	PC	GENERAL & UNRESTRICTED	30,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRUSTEES OF COLUMBIA UNIVERSITY, DEPARTMENT OF PED 516 W 168TH ST FL 3 NEW YORK, NY 10032	N/A	PC	STERNLICHT PEDIATRIC ENDOCRINOLOGY RESEARCH FUND	100,000
URBAN JUSTICE CENTER 123 WILLIAM ST, 16TH FL NEW YORK, NY 10038	N/A	PC	WORTH RISES INITIATIVE	25,000
VILLAGE ACADEMIES INC 35 W 124TH ST 5TH FL NEW YORK, NY 10027	N/A	PC	GENERAL & UNRESTRICTED	10,000
VILLAGE ACADEMIES INC 35 W 124TH ST 5TH FL NEW YORK, NY 10027	N/A	PC	CHARITABLE EVENT	25,000
WHITNEY MUSEUM OF AMERICAN ART 99 GANSEVOORT ST NEW YORK, NY 10014	N/A	PC	CAPITAL CAMPAIGN	200,000
WILDAID INC 333 PINE ST STE 300 SAN FRANCISCO, CA 94104	N/A	PC	GENERAL & UNRESTRICTED	5,000

TOTAL CONTRIBUTIONS PAID 2,607,500

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 10

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME
		AMOUNT	CODE	
K-1 INC/LOSS FEDERAL TAX REFUND	525990	8.	14	697.
			01	34,751.
TOTALS		<u>8.</u>		<u>35,448.</u>

Part I, Line 5 (990-T) - Income/(Loss) from Partnerships and S Corporations

<u>Name</u>	<u>Gross Income/(Loss)</u>	<u>Deductions</u>	<u>Income/(Loss)</u>
OCH-ZIFF CAPITAL MGMT GROUP LLC	\$ 8	\$ -	\$ 8
Total			<u>\$ 8</u>