

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2007

For calendar year 2007, or tax year beginning , and ending

G Check all that apply: ☒ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation Adelson Family Foundation		A Employer identification number 04-7024330
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (781) 972-5950
	City or town, state, and ZIP code Needham MA 02494		C If exemption application is pending, check here <input checked="" type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 156,067		J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) Modified Cash (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	68,493,156			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	89,232	89,232		
	4 Dividends and interest from securities				
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	68,582,388	89,232	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	480,709			480,709
	14 Other employee salaries and wages	67,871			67,871
	15 Pension plans, employee benefits	18,479			18,479
	16 a Legal fees (attach schedule)	176,610			176,610
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	26,255			26,255
	17 Interest				
	18 Taxes (attach schedule) (see page 10 of the instructions)	22,997			22,997
	19 Depreciation (attach schedule) and depletion	462			
	20 Occupancy				
	21 Travel, conferences, and meetings	52,857			52,857
	22 Printing and publications				
	23 Other expenses (attach schedule)	55,205			55,205
	24 Total operating and administrative expenses. Add lines 13 through 23	901,445	0	0	900,983
	25 Contributions, gifts, grants paid	67,525,638			67,525,638
26 Total expenses and disbursements. Add lines 24 and 25	68,427,083	0	0	68,426,621	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	155,305				
b Net investment income (if negative, enter -0-)		89,232			
c Adjusted net income (if negative, enter -0-)			0		

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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(HTA)

9

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		13,725	13,725
	2 Savings and temporary cash investments		140,075	140,075
	3 Accounts receivable ▶ 416			
	Less allowance for doubtful accounts ▶		416	416
	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 page 16 of the 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			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ 2,313			
	Less accumulated depreciation (attach schedule) ▶ 462		1,851	1,851
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	0	156,067	156,067
	17 Accounts payable and accrued expenses		1,997	
	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	1,997	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted		154,070	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	0	154,070	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	0	156,067	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	0
2 Enter amount from Part I, line 27a	2	155,305
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	155,305
5 Decreases not included in line 2 (itemize) ▶ Meals & Entertainment Expense not included on Page 1 (50%)	5	1,235
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	154,070

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
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			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any	
a		0	0
b		0	0
c		0	0
d		0	0
e		0	0

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	0
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 }	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of 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))
2006			0.000000
2005			0.000000
2004			0.000000
2003			0.000000
2002			0.000000

2 Total of line 1, column (d)	2	0.000000
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.000000
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	0
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	0
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 on page 18.	8	

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter _____ (attach copy of ruling letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,785	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	1,785	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,785	
6 Credits/Payments				
a 2007 estimated tax payments and 2006 overpayment credited to 2007	6a			
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	2,000		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	2,000		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	215		
11 Enter the amount of line 10 to be: Credited to 2008 estimated tax 215 Refunded	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	X
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
4 a 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	N/A
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
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) MA		
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 2007 or the taxable year beginning in 2007 (see instructions for Part XIV on page 27)? 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

Part VII-A Statements Regarding Activities (continued)

11a	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 page 20 of the instructions)	11a		X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	11b	N/A	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>www.adelsonfoundation.org</u>				
14	The books are in care of ▶ <u>David Bloom</u>	Telephone no ▶	<u>(781) 449-6500</u>	
	Located at ▶ <u>300 First Avenue Needham MA</u>	ZIP+4 ▶	<u>02494</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15	N/A	

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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 2007?	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 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2007 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2007)	3b	N/A
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 2007?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?**5b**

N/A

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**6b**

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 23 of the 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
Dr. Minam Adelson 3355 Las Vegas Blvd So Las Vegas NV 89109	Trustee .00		0	0
Sheldon G. Adelson 3355 Las Vegas Blvd So Las Vegas NV 89109	Trustee .00		0	0
Michael Bohnen 300 First Avenue Needham MA 02494	President OVER 40	480,709	10,951	12,644
	.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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
Minam Katz 300 First Avenue Needham MA 02494	Sr. Grant Off. 40.00	58,650	5,497	4,319
	.00			
	.00			
	.00			
	.00			

Total number of other employees paid over \$50,000

1

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 page 23 of the instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Lourie & Cutler 60 State Street Boston MA 02109	Legal	149,706
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 None	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the 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 page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	
b	Average of monthly cash balances	1b	602,917
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	602,917
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	602,917
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	9,044
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	593,873
6	Minimum investment return. Enter 5% of line 5	6	29,694

Part XI Distributable Amount (see page 25 of the 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	29,694
2a	Tax on investment income for 2007 from Part VI, line 5	2a	1,785
b	Income tax for 2007 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,785
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	27,909
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	27,909
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	27,909

Part XII Qualifying Distributions (see page 26 of the 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	68,426,621
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	68,426,621
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 page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	68,426,621

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				27,909
2 Undistributed income, if any, as of the end of 2006:				
a Enter amount for 2006 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2007:				
a From 2002	N/A			
b From 2003	N/A			
c From 2004	N/A			
d From 2005	N/A			
e From 2006	N/A			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2007 from Part XII, line 4 ▶ \$ <u>68,426,621</u>				
a Applied to 2006, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 27 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 27 of the instructions)				
d Applied to 2007 distributable amount				27,909
e Remaining amount distributed out of corpus	68,398,712			
5 Excess distributions carryover applied to 2007 (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	68,398,712			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2006. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2007. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions)	68,398,712			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2003	N/A			
b Excess from 2004	N/A			
c Excess from 2005	N/A			
d Excess from 2006	N/A			
e Excess from 2007	68,398,712			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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 2007, enter the date of the ruling **Not Applicable**

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2007	(b) 2006	(c) 2005	(d) 2004	
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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 page 28 of the 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))

Dr. Miriam Adelson Sheldon G. Adelson

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. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed:

www.adelsonfoundation.org

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

Follow guidelines prescribed on website.

c Any submission deadlines:

None

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

None

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Birthingright Israel Foundation 521 Fifth Avenue New York NY 10175		501c3	Educational Travel & Legal	36,098,982
The Milton I Schwartz Hebrew Academy 9700 W. Hillpointe Rd. Las Vegas NV 89134		501c3	Facility Construction	12,100,000
American Society for Yad Vashem 500 Fifth Avenue New York NY 10110		501c3	Educational Outreach & g	7,009,456
Committee for Advocacy in Middle East Reporting 47 Baskin Road Lexington MA 02421		501c3	Film Production	250,000
American Israel Education Foundation 440 First St., NW Washington DC 20001		501c3	General Charitable Supp	1,048,000
PEF Israel Endowment Funds 317 Madison Avenue New York NY 10017		501c3	General Charitable Supp	380,000
Gann Academy 333 Forest St. Waltham MA 02452		501c3	Scholarships	330,000
Zionist Organization of America 4 East 34th St. New York NY 10016		501c3	General Charitable Supp	230,000
CITYarts 525 Broadway, Suite 700 New York NY 10012		501c3	General Charitable Supp	21,500
Jewish Community Center of Southern Nevada 4794 South Eastern Ave Las Vegas NV 89119		501c3	Day camp scholarships &	136,500
Partnership for Excellence in Jewish Education 88 Broad Street Boston MA 02110		501c3	General Chantable Supp	300,000
American Jewish Historical Society 160 Herrick Road Newton MA 02459		501c3	Exhibition	80,000
Jewish Family Services of Clark County 4794 South Eastern Avenue Las Vegas NV 89119		501c3	General Charitable Supp	200,000
JCAM Chantable Foundation 189 Wells Avenue Newton MA 02459		501c3	General Chantable Supp	70,000
Friends of Yad Sarah, Inc 450 Park Avenue New York NY 10022		501c3	Acquisition of Wheel Cha	11,500
Elie Wiesel Foundation for Humanity 555 Madison Avenue New York NY 10022		501c3	General Charitable Supp	1,000,000
Total			3a	67,525,638
b Approved for future payment				
Total			3b	0

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) of the Code (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) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Sign Here

**Paid
Preparer's
Use Only**

Preparer's
signature

Firm's name (or yours if self-employed), address, and ZIP code

Stephen J O'Connor
300 First Ave., Needham, MA

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

2007

Name of organization

Employer identification number

Adelson Family Foundation

04-7024330

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 organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules—

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ► \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Adelson Family Foundation

Employer identification number

04-7024330

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	<u>Dr Miriam And Sheldon G. Adelson</u> <u>3355 Las Vegas Boulevard South</u> <u>Las Vegas NV 89109</u> Foreign State or Province _____ Foreign Country _____	\$ <u>68,493,156</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>2</u>	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>3</u>	_____ _____ _____ Foreign State or Province: _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>4</u>	_____ _____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>5</u>	_____ _____ _____ Foreign State or Province: _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>6</u>	_____ _____ _____ Foreign State or Province: _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Adelson Family Foundation

Employer identification number

04-7024330

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (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.)

▶ \$ 0

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
1			
	(e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee _____ _____ For. Prov. Country		
	(e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee _____ _____ For. Prov. Country		
	(e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee _____ _____ For. Prov. Country		
	(e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee _____ _____ For. Prov. Country		
	(e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee _____ _____ For. Prov. Country		

Adelson Family Foundation

Check Number: 005219

To: UNITED STATES TREASURY TREASURY

Date: 05/13/2008

Invoice Number	Date	Description	Amount	Discount	Paid Amount
2007 EXTENSION	05/12/2008	EXEMPT ORGANIZATION FORM 8868	\$ 2,000.00	\$.00	\$ 2,000.00

TOTALS:

\$.00 \$ 2,000.00

THIS DOCUMENT HAS A COLORED BACKGROUND/WATERMARK IS PRESENT ON THE REVERSE SIDE

Adelson Family Foundation

VOID AFTER 90 DAYS

300 First Avenue
Needham, MA 02494

JP Morgan Chase Bank, N.A.
Wilmington, DE

62-23-311

No. 005219

Pay

Two Thousand Dollars And 00 Cents

DATE

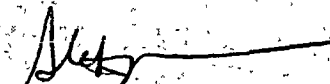
AMOUNT

May 13, 2008

\$ 2,000.00

to the Order of:

UNITED STATES TREASURY



Form 8868

FEI # 04-7024330

Line 16a (990-PF) - Legal Fees

		176,610	0	0	176,610
	Name of organization or person providing service	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Fish and Richardson	1,984			1,984
2	Nutter, McClennen & Fish	25,695			25,695
3	Loune & Cutler	148,931			148,931
4					0
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other Fees

		26,255	0	0	26,255
	Name of organization or person providing service	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	CyberGrants	16,750			16,750
2	Donor Associates (Israel)	3,465			3,465
3	Albert Risk Management	3,730			3,730
4	Acadaca LLC	1,000			1,000
5	Black Box	825			825
6	Other	485			485
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		22,997	0	0	22,997
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20	0			0
2	Tax on investment income	0			0
3	Payroll tax- Israel	4,641			4,641
4	Payroll tax	18,356			18,356
5					
6					
7					
8					
9					
10					

0

[illegible]

Line 23 (990-PF) - Other Expenses

55,205

0

0

55,205

	Description	Revenue and expenses per books	Net investment income	Adjusted net income	Disbursements for charitable purposes
1	Amortization. See attached statement	0	0	0	0
2	Fund Raising	0			0
3	Advertising (Recruitment)	5,177			5,177
4	Insurance	7,533			7,533
5	Subscriptions	6,679			6,679
6	Equipment rental	0			0
7	Postage & freight	995			995
8	Supplies	2,860			2,860
9	Communications	5,329			5,329
10	Maintenance	0			0
11	Recruitment	23,145			23,145
12	Bank fees	393			393
13	Payroll processing fees	2,306			2,306
14	Automobile expense	206			206
15	Other	582			582
16					

Part II, Line 3 (990-PF) - Accounts Receivable

			Accounts receivable	Allowance for doubtful accounts	Fair market value
1	AT & T	Beginning	1		
		Ending			
2		Beginning	2		
		Ending			
3		Beginning	3		
		Ending			
4		Beginning	4		
		Ending			
5		Beginning	5		
		Ending			
6		Beginning	6		
		Ending			
7		Beginning	7		
		Ending			
8		Beginning	8		
		Ending			
9		Beginning	9		
		Ending			
10		Beginning	10		
		Ending			
11	Total beginning year amounts		11	0	0
12	Total end of year amounts		12	416	0
13	Total fair market value				13 416

Part II, Line 14 (990-PF) - Land, Buildings, and Equipment

		2,313	0	462	0	1,851	1,851
	Item or Category	Cost or Other Basis	Accumulated Depreciation beg of year	Accumulated Depreciation end of year	(a) Book value beg of year	(b) Book value end of year	(c) FMV end of year
1	Computer equipment	2,313		462		1,851	1,851
2					0	0	
3					0	0	
4					0	0	
5					0	0	
6					0	0	
7					0	0	
8					0	0	
9					0	0	
10					0	0	
11					0	0	
12					0	0	
13					0	0	
14					0	0	
15					0	0	
16					0	0	
17					0	0	

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 5.- Decreases not included in Part III, Line 2

1	Meals & Entertainment Expense not included on Page 1 (50%)	1	1,235
2	Total	2	1,235

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Not ☒ Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. You must file original and one copy.

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization Adelson Family Foundation		Employer identification number 04-7024330
	Number, street, and room or suite no. If a P.O. box, see instructions. 300 First Ave.		For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Needham MA 02494		

Check type of return to be filed (File a separate application for each return):

- | | | | |
|--------------------------------------|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input checked="" type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

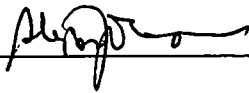
- The books are in the care of ☒ See attached worksheet
Telephone No. ☒ (781) 449-6500 FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 11/15/2008
- 5 For calendar year 2007, or other tax year beginning , and ending
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension More time is requested to acquire all information needed to complete and file an accurate return.

8 a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 1,785
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 2,000
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☒Title ☒ Duly Authorized AgentDate ☒ 8/7/2008

Form 8868 (Rev. 4-2008)

Form

8868(Rev. 2007)
Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. ☒ **X**
 - If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

Section 501(c) corporations required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only. ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for section 501(c) corporations required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization Adelson Family Foundation		Employer identification number 04-7024330	
	Number, street, and room or suite no. If a P.O. box, see instructions. 300 First Ave.			
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Needham MA 02494			

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► See attached worksheet

Telephone No. ► (781) 449-6500

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box. ☐. If it is for part of the group, check this box. ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6 months for a section 501(c) corporation required to file Form 990-T) extension of time until 8/15/2008, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☒ calendar year 2007 or► ☐ tax year beginning _____, and ending _____

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3 a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	2,000
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	2,000

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.
(HTA)

Form **8868** (Rev. 4-2007)

Part I (8868) - Books in care of

Name			
<input checked="" type="checkbox"/>	Person		
<input type="checkbox"/>	Business	Stephen J. O'Connor	
Address		Fax no.	Telephone no.
300 First Avenue Needham MA			(781) 449-6500
City	State	Zip code	Foreign country
Needham	MA	02494	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name US Holocaust Museum				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 100 Raoul Wallenberg Place					
City Washington		State DC	Zip code 20024	Foreign Country	
Relationship		Foundation Status 501c3			
Purpose of grant/contribution General Charitable Support					Amount 500,000

Name Simon Wiesenthal Center, Inc.				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 1399 South Roxbury Dr.					
City Los Angeles		State CA	Zip code 90035	Foreign Country	
Relationship		Foundation Status 501c3			
Purpose of grant/contribution Book Publishing					Amount 40,000

Name Beth Israel Deaconess Medical Center				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 330 Brookline Avenue					
City Boston		State MA	Zip code 02215	Foreign Country	
Relationship		Foundation Status 501c3			
Purpose of grant/contribution Acquisition of Medical Equipment					Amount 1,000,000

Name Chelsea Jewish Nursing Home				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 17 Lafayette Avenue					
City Chelsea		State MA	Zip code 02150	Foreign Country	
Relationship		Foundation Status 501c3			
Purpose of grant/contribution Facility Construction					Amount 2,000,000

Name Anti Defamation League				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 605 Third avenue					
City New York		State NY	Zip code 10158	Foreign Country	
Relationship		Foundation Status 501c3			
Purpose of grant/contribution General Charitable Support					Amount 400,000

Name Center for Jewish Community Studies				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 2 Penn Center					
City Philadelphia		State PA	Zip code 19102	Foreign Country	
Relationship		Foundation Status 501c3			
Purpose of grant/contribution General Charitable Support					Amount 200,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name			
Gerdà and Kurt Klein Foundation <input type="checkbox"/> Person <input checked="" type="checkbox"/> Business			
Street			
PO Box 314			
City	State	Zip code	Foreign Country
Narbeth	PA	19072	
Relationship	Foundation Status		
	501c3		
Purpose of grant/contribution			Amount
General Charitable Support			50,000

Name			
Middle East Media & Research Institute <input type="checkbox"/> Person <input checked="" type="checkbox"/> Business			
Street			
1819 L Street NW			
City	State	Zip code	Foreign Country
Washington	DC	20036	
Relationship	Foundation Status		
	501c3		
Purpose of grant/contribution			Amount
General Charitable Support			250,000

Name			
Ramah Darom, Inc. <input type="checkbox"/> Person <input checked="" type="checkbox"/> Business			
Street			
6400 Powers Ferry Road			
City	State	Zip code	Foreign Country
Atlanta	GA	30339	
Relationship	Foundation Status		
	501c3		
Purpose of grant/contribution			Amount
Israel Travel Subsidies			100,000

Name			
Combined Jewish Philanthropies <input type="checkbox"/> Person <input checked="" type="checkbox"/> Business			
Street			
126 High Street			
City	State	Zip code	Foreign Country
Boston	MA	02110	
Relationship	Foundation Status		
	501c3		
Purpose of grant/contribution			Amount
Campus Programming			210,000

Name			
FJC <input type="checkbox"/> Person <input checked="" type="checkbox"/> Business			
Street			
520 8th Avenue			
City	State	Zip code	Foreign Country
New York	NY	10016	
Relationship	Foundation Status		
	501c3		
Purpose of grant/contribution			Amount
General Charitable Support			60,000

Name			
One Jerusalem Charitable & Educational Fund <input type="checkbox"/> Person <input checked="" type="checkbox"/> Business			
Street			
767 Fifth Avenue			
City	State	Zip code	Foreign Country
New York	NY	10017	
Relationship	Foundation Status		
	501c3		
Purpose of grant/contribution			Amount
General Charitable Support			1,000,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year
Recipient(s) paid during the year

Name CASA Foundation				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 601D No. Pecos Rd.					
City Las Vegas		State NV	Zip code 89101	Foreign Country	
Relationship		Foundation Status 501c3			
Purpose of grant/contribution General Charitable Support					Amount 100,000

Name Ford Theatre Society				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 511 Tenth St. NW					
City Washington		State DC	Zip code 20004	Foreign Country	
Relationship		Foundation Status 501c3			
Purpose of grant/contribution Building Restoration					Amount 500,000

Name Temple Emanuel of Newton				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 385 Ward St.					
City Newton		State MA	Zip code 02459	Foreign Country	
Relationship		Foundation Status 501c3			
Purpose of grant/contribution Israel Travel Subsidies					Amount 150,000

Name Rodman Ride for Kids c/o Food for Thought				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 660 Harrison Avenue					
City Boston		State MA	Zip code 02118	Foreign Country	
Relationship		Foundation Status 501c3			
Purpose of grant/contribution General Charitable Support					Amount 50,000

Name American Friends of the TelAviv Museum of Art				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 36 West 44th St.					
City New York		State NY	Zip code 10036	Foreign Country	
Relationship		Foundation Status 501c3			
Purpose of grant/contribution General Charitable Support					Amount 14,100

Name Gideon Hausner Jewish Day School				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 450 San Antonio Rd					
City Palo Alto		State CA	Zip code 94306	Foreign Country	
Relationship		Foundation Status 501c3			
Purpose of grant/contribution General Charitable Support					Amount 50,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

President and Fellows of Harvard College

☐

Person

☒

Business

Street

1350 Massachusetts Avenue

City

Cambridge

State

MA

Zip code

02138

Foreign Country

Relationship

Foundation Status

501c3

Purpose of grant/contribution

Israel Mission

Amount

75,600

Name

United Way of Massachusetts

☐

Person

☒

Business

Street

51 Sleeper St.

City

Boston

State

MA

Zip code

02210

Foreign Country

Relationship

Foundation Status

501c3

Purpose of grant/contribution

General Charitable Support

Amount

10,000

Name

Shalem Foundation

☐

Person

☒

Business

Street

1345 Avenue of the Americas

City

New York

State

NY

Zip code

10105

Foreign Country

Relationship

Foundation Status

501c3

Purpose of grant/contribution

Operation of Adelson Institute of Strategic Studies

Amount

1,500,000

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Detail - Grants and Contributions Paid During the Year or Future

	Index	Name	Street	City	State	Zip
Birthright Israel Found	1	Birthright Israel Foundation	521 Fifth Avenue	New York	NY	10175
The Milton I Schwartz	2	The Milton I Schwartz Hebrew Academy	9700 W. Hillpointe Rd.	Las Vegas	NV	89134
American Society for Y	3	American Society for Yad Vashem	500 Fifth Avenue	New York	NY	10110
Committee for Advoca	4	Committee for Advocacy in Middle East Reporting	47 Baskin Road	Lexington	MA	02421
American Israel Educa	5	American Israel Education Foundation	440 First St., NW	Washington	DC	20001
PEF Israel Endowmen	6	PEF Israel Endowment Funds	317 Madison Avenue	New York	NY	10017
Gann Academy	7	Gann Academy	333 Forest St.	Waltham	MA	02452
Zionist Organization of	8	Zionist Organization of America	4 East 34th St.	New York	NY	10016
CITYarts	9	CITYarts	525 Broadway, Suite 700	New York	NY	10012
Jewish Community Ce	10	Jewish Community Center of Southern Nevada	4794 South Eastern Ave	Las Vegas	NV	89119
Partnership for Excelle	11	Partnership for Excellence in Jewish Education	88 Broad Street	Boston	MA	02110
American Jewish Histo	12	American Jewish Historical Society	160 Herrick Road	Newton	MA	02459
Jewish Family Service	13	Jewish Family Services of Clark County	4794 South Eastern Avenue	Las Vegas	NV	89119
JCAM Charitable Foun	14	JCAM Chantable Foundation	189 Wells Avenue	Newton	MA	02459
Friends of Yad Sarah,	15	Friends of Yad Sarah, Inc	450 Park Avenue	New York	NY	10022
Elie Wiesel Foundation	16	Elie Wiesel Foundation for Humanity	555 Madison Avenue	New York	NY	10022
US Holocaust Museum	17	US Holocaust Museum	100 Raoul Wallenberg Place	Washington	DC	20024
Simon Wiesenthal Cer	18	Simon Wiesenthal Center, Inc.	1399 South Roxbury Dr.	Los Angeles	CA	90035
Beth Israel Deaconess	19	Beth Israel Deaconess Medical Center	330 Brookline Avenue	Boston	MA	02215
Chelsea Jewish Nursin	20	Chelsea Jewish Nursing Home	17 Lafayette Avenue	Chelsea	MA	02150
Anti Defamation Leagu	21	Anti Defamation League	605 Third avenue	New York	NY	10158
Center for Jewish Com	22	Center for Jewish Community Studies	2 Penn Center	Philadelphia	PA	19102
Gerda and Kurt Klein F	23	Gerda and Kurt Klein Foundation	PO Box 314	Narbeth	PA	19072
Middle East Media & R	24	Middle East Media & Research Institute	1819 L Street NW	Washington	DC	20036
Ramah Darom, Inc.	25	Ramah Darom, Inc.	6400 Powers Ferry Road	Atlanta	GA	30339
Combined Jewish Phila	26	Combined Jewish Philanthropies	126 High Street	Boston	MA	02110
FJC	27	FJC	520 8th Avenue	New York	NY	10016
One Jerusalem Charita	28	One Jerusalem Chantable & Educational Fund	767 Fifth Avenue	New York	NY	10017
CASA Foundation	29	CASA Foundation	601D No. Pecos Rd.	Las Vegas	NV	89101
Ford Theatre Society	30	Ford Theatre Society	511 Tenth St. NW	Washington	DC	20004
Temple Emanuel of Ne	31	Temple Emanuel of Newton	385 Ward St.	Newton	MA	02459
Rodman Ride for Kids	32	Rodman Ride for Kids c/o Food for Thought	660 Harrison Avenue	Boston	MA	02118
American Friends of th	33	American Friends of the TelAviv Museum of Art	36 West 44th St.	New York	NY	10036
Gideon Hausner Jewis	34	Gideon Hausner Jewish Day School	450 San Antonio Rd.	Palo Alto	CA	94306
President and Fellows	35	President and Fellows of Harvard College	1350 Massachusetts Avenue	Cambridge	MA	02138
United Way of Massac	36	United Way of Massachusetts	51 Sleeper St.	Boston	MA	02210
Shalem Foundation	37	Shalem Foundation	1345 Avenue of the Americas	New York	NY	10105
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To add more lines to this schedule, press CTRL+Q

	Foreign Country	Person	Business	Relationship	Foundation status	Purpose of grant/contribution
Birthingright Israel Found			X		501c3	Educational Travel & Legal Fees
The Milton I Schwartz			X		501c3	Facility Construction
American Society for Y			X		501c3	Educational Outreach & general support
Committee for Advocac			X		501c3	Film Production
American Israel Educa			X		501c3	General Charitable Support
PEF Israel Endowmen			X		501c3	General Charitable Support
Gann Academy			X		501c3	Scholarships
Zionist Organization of			X		501c3	General Chantable Support
CITYarts			X		501c3	General Charitable Support
Jewish Community Ce			X		501c3	Day camp scholarships & program support
Partnership for Excele			X		501c3	General Chantable Support
American Jewish Histo			X		501c3	Exhibition
Jewish Family Service			X		501c3	General Chantable Support
JCAM Charitable Four			X		501c3	General Charitable Support
Friends of Yad Sarah,			X		501c3	Acquisition of Wheel Chairs
Elie Wiesel Foundation			X		501c3	General Charitable Support
US Holocaust Museum			X		501c3	General Charitable Support
Simon Wiesenthal Cer			X		501c3	Book Publishing
Beth Israel Deaconess			X		501c3	Acquisition of Medical Equipment
Chelsea Jewish Nursin			X		501c3	Facility Construction
Anti Defamation Leagu			X		501c3	General Charitable Support
Center for Jewish Com			X		501c3	General Charitable Support
Gerda and Kurt Klein F			X		501c3	General Charitable Support
Middle East Media & R			X		501c3	General Chantable Support
Ramah Darom, Inc.			X		501c3	Israel Travel Subsidies
Combined Jewish Phil			X		501c3	Campus Programming
FJC			X		501c3	General Chantable Support
One Jerusalem Charita			X		501c3	General Charitable Support
CASA Foundation			X		501c3	General Charitable Support
Ford Theatre Society			X		501c3	Building Restoration
Temple Emanuel of Ne			X		501c3	Israel Travel Subsidies
Rodman Ride for Kids			X		501c3	General Charitable Support
American Friends of th			X		501c3	General Charitable Support
Gideon Hausner Jewis			X		501c3	General Charitable Support
President and Fellows			X		501c3	Israel Mission
United Way of Massac			X		501c3	General Chantable Support
Shalem Foundation			X		501c3	Operation of Adelson Institute of Strategic Studies

67,525,638

0

	Amount	Paid During Year	Future Payment
Birthright Israel Found	36,098,982	X	
The Milton I Schwartz	12,100,000	X	
American Society for Y	7,009,456	X	
Committee for Advoca	250,000	X	
American Israel Educa	1,048,000	X	
PEF Israel Endowmen	380,000	X	
Gann Academy	330,000	X	
Zionist Organization of	230,000	X	
CITYarts	21,500	X	
Jewish Community Ce	136,500	X	
Partnership for Excelle	300,000	X	
American Jewish Histo	80,000	X	
Jewish Family Service	200,000	X	
JCAM Charitable Foun	70,000	X	
Friends of Yad Sarah	11,500	X	
Elie Wiesel Foundation	1,000,000	X	
US Holocaust Museum	500,000	X	
Simon Wiesenthal Cer	40,000	X	
Beth Israel Deaconess	1,000,000	X	
Chelsea Jewish Nursin	2,000,000	X	
Anti Defamation Leagu	400,000	X	
Center for Jewish Com	200,000	X	
Gerda and Kurt Klein F	50,000	X	
Middle East Media & R	250,000	X	
Ramah Darom, Inc.	100,000	X	
Combined Jewish Phil	210,000	X	
FJC	60,000	X	
One Jerusalem Charita	1,000,000	X	
CASA Foundation	100,000	X	
Ford Theatre Society	500,000	X	
Temple Emanuel of Ne	150,000	X	
Rodman Ride for Kids	50,000	X	
American Friends of th	14,100	X	
Gideon Hausner Jewis	50,000	X	
President and Fellows	75,600	X	
United Way of Massac	10,000	X	
Shalem Foundation	1,500,000	X	