

Form **990-PF**

**Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

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

**2016**

Do not enter social security numbers on this form as it may be made public.  
Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation <b>THE STARR FOUNDATION</b>		A Employer identification number 13-6151545
Number and street (or P O box number if mail is not delivered to street address) <b>399 PARK AVENUE, 9TH FLOOR</b>	Room/suite EXHIBIT ON ATTACHED	B Telephone number (212) 909-3600
City or town, state or province, country, and ZIP or foreign postal code <b>NEW YORK, NY 10022</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,264,333,898.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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	56,950.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	28,557,619.	26,112,315.		SEE STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	13,657,659.			
	b Gross sales price for all assets on line 6a	179,081,722.			
	7 Capital gain net income (from Part IV, line 2)		13,657,659.		
	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)					
11 Other income	<4,236,889.>	969,469.		0.	SEE STATEMENT 2
12 Total. Add lines 1 through 11	38,035,339.	40,739,443.		0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,112,746.	278,186.	0.	834,560.
	14 Other employee salaries and wages	236,510.	56,128.	0.	177,382.
	15 Pension plans, employee benefits	386,866.	96,716.	0.	290,150.
	16a Legal fees STMT 3	20,119.	0.	0.	20,119.
	b Accounting fees STMT 4	129,755.	6,488.	0.	123,267.
	c Other professional fees STMT 5	5,039,178.	4,746,316.	0.	289,862.
	17 Interest	2,138,050.	1,250,373.	0.	0.
	18 Taxes STMT 6	2,230,971.	645,676.	0.	53,496.
	19 Depreciation and depletion	109,162.	0.	0.	
	20 Occupancy				
	21 Travel, conferences, and meetings	106,171.	0.	0.	106,171.
	22 Printing and publications				
	23 Other expenses STMT 7	8,545,616.	7,206,612.	0.	846,839.
	24 Total operating and administrative expenses. Add lines 13 through 23	20,055,144.	14,286,495.	0.	2,741,846.
	25 Contributions, gifts, grants paid	56,462,515.			56,462,515.
26 Total expenses and disbursements. Add lines 24 and 25	76,517,659.	14,286,495.	0.	59,204,361.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<38,482,320.>				
b Net investment income (if negative, enter -0-)		26,452,948.			
c Adjusted net income (if negative, enter -0-)			0.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,995,992.	2,160,205.	2,160,205.
	2 Savings and temporary cash investments	88,530,846.	104,362,804.	104,362,804.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	32,976.	83,855.	83,855.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	619,812,938.	587,114,299.	660,511,731.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10		491,042,186.	493,877,385.	495,679,357.
14 Land, buildings, and equipment; basis ▶ 3,255,633.				
Less accumulated depreciation STMT 11 ▶ 1,727,093.				
15 Other assets (describe ▶ )		24,624,992.	7,406.	7,406.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,227,638,337.	1,189,134,494.	1,264,333,898.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶ SEE STATEMENT 12 )	84,937.	63,414.		
23 Total liabilities (add lines 17 through 22)	84,937.	63,414.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	1,227,553,400.	1,189,071,080.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	1,227,553,400.	1,189,071,080.		
31 Total liabilities and net assets/fund balances	1,227,638,337.	1,189,134,494.		

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	1,227,553,400.
2 Enter amount from Part I, line 27a	2	<38,482,320.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,189,071,080.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,189,071,080.

**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	SEE ATTACHED STATEMENTS			
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	179,081,722.	165,424,063.	13,657,659.	
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))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			13,657,659.	
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	13,657,659.
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). If (loss), enter -0- in Part I, line 8		3	N/A

**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 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))
2015	82,252,235.	1,323,243,195.	.062160
2014	82,217,027.	1,413,065,709.	.058183
2013	85,739,685.	1,316,038,233.	.065150
2012	76,257,331.	1,294,972,702.	.058887
2011	56,373,825.	1,244,787,458.	.045288

2	Total of line 1, column (d)	2	.289668
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	.057934
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,273,468,570.
5	Multiply line 4 by line 3	5	73,777,128.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	264,529.
7	Add lines 5 and 6	7	74,041,657.
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	59,204,361.

**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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	529,059.
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	529,059.
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	529,059.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,608,487.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	450,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,058,487.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,529,428.
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> 1,529,428. Refunded <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		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 <input type="checkbox"/> WWW.STARRFOUNDATION.ORG	x	
14 The books are in care of <input type="checkbox"/> F.A. DAVIS, PRES - STARR FOUNDATION Telephone no. <input type="checkbox"/> 212-230-5044 Located at <input type="checkbox"/> 399 PARK AVENUE, NEW YORK, NY ZIP+4 <input type="checkbox"/> 10022		
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 <input type="checkbox"/>	15	N/A
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <input type="checkbox"/>	16	x

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 instructions)? 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
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.) <input type="checkbox"/>	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. <input type="checkbox"/>		
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 2016 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 2016.) <input type="checkbox"/>	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 2016?	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 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)?  Yes  No  
 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?  Yes  No  
 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?  Yes  No

**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.**

(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
STATEMENT 21 ATTACHED				
	0.00	1,112,746.	175,168.	18,893.

**2 Compensation of five highest-paid employees (other than those included on line 1). 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
JOANNA BAGINSKI	BOOKKEEPER			
399 PARK AVE, NY, NY 10022	35.00	60,960.	34,750.	79.
ABIGAIL OPOKU-AGYEMANG	ASSOCIATE PROGRAM OFFICER			
399 PARK AVE, NY, NY 10022	35.00	56,578.	15,291.	881.
ELIZABETH FARRELL	EXECUTIVE ASSOCIATE			
399 PARK AVE, NY, NY 10022	35.00	54,904.	6,779.	8.

Total number of other employees paid over \$50,000 0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ROCKEFELLER & CO., INC. 30 ROCKEFELLER PLAZA, NEW YORK, NY 10112	INVESTMENT ADVISORY SERVICES	1,087,727.
IRIDIAN MANAGEMENT 276 POST ROAD WEST, WESTPORT, CT 06880	INVESTMENT ADVISORY SERVICES	644,595.
JACKSON SQUARE PARTNERS - 101 CALIFORNIA STREET, SAN FRANCISCO, CA 94111	INVESTMENT ADVISORY SERVICES	335,031.
AMERICAN CENTURY INVESTMENTS 4500 MAIN STREET, KANSAS CITY, MO 64111	INVESTMENT ADVISORY SERVICES	262,329.
LAZARD ASSET MANAGEMENT LLC PO BOX 5394, NEW YORK, NY 10001	INVESTMENT ADVISORY SERVICES	156,989.

Total number of others receiving over \$50,000 for professional services ▶ 0

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

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

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
<b>Total. Add lines 1 through 3</b> <span style="float: right;">▶</span> 0.	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
<b>a</b> Average monthly fair market value of securities		<b>1a</b>	699,181,412.
<b>b</b> Average of monthly cash balances		<b>1b</b>	75,968,901.
<b>c</b> Fair market value of all other assets		<b>1c</b>	616,576,922.
<b>d</b> Total (add lines 1a, b, and c)		<b>1d</b>	1,391,727,235.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>		0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets		<b>2</b>	98,865,743.
<b>3</b> Subtract line 2 from line 1d		<b>3</b>	1,292,861,492.
<b>4</b> Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		<b>4</b>	19,392,922.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4		<b>5</b>	1,273,468,570.
<b>6</b> Minimum investment return. Enter 5% of line 5		<b>6</b>	63,673,429.

**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.)

<b>1</b> Minimum investment return from Part X, line 6		<b>1</b>	63,673,429.
<b>2a</b> Tax on investment income for 2016 from Part VI, line 5	<b>2a</b>		529,059.
<b>b</b> Income tax for 2016. (This does not include the tax from Part VI.)	<b>2b</b>		
<b>c</b> Add lines 2a and 2b		<b>2c</b>	529,059.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1		<b>3</b>	63,144,370.
<b>4</b> Recoveries of amounts treated as qualifying distributions		<b>4</b>	0.
<b>5</b> Add lines 3 and 4		<b>5</b>	63,144,370.
<b>6</b> Deduction from distributable amount (see instructions)		<b>6</b>	0.
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		<b>7</b>	63,144,370.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
<b>a</b> Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26		<b>1a</b>	59,204,361.
<b>b</b> Program-related investments - total from Part IX-B		<b>1b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:			
<b>a</b> Suitability test (prior IRS approval required)		<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)		<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4		<b>4</b>	59,204,361.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b		<b>5</b>	0.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4		<b>6</b>	59,204,361.

**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 2015	(c) 2015	(d) 2016
<b>1</b> Distributable amount for 2016 from Part XI, line 7				63,144,370.
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2016:				
<b>a</b> From 2011	56,373,825.			
<b>b</b> From 2012	76,257,331.			
<b>c</b> From 2013	85,739,685.			
<b>d</b> From 2014	13,534,804.			
<b>e</b> From 2015	17,990,901.			
<b>f</b> Total of lines 3a through e	249,896,546.			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4: ► \$ 59,204,361.				
<b>a</b> Applied to 2015, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2016 distributable amount				59,204,361.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2016 (if an amount appears in column (d), the same amount must be shown in column (a))	3,940,009.			3,940,009.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	245,956,537.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
<b>7</b> 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)	0.			
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7	52,433,816.			
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	193,522,721.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2012	76,257,331.			
<b>b</b> Excess from 2013	85,739,685.			
<b>c</b> Excess from 2014	13,534,804.			
<b>d</b> Excess from 2015	17,990,901.			
<b>e</b> Excess from 2016				

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

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
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.

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:  
 SEE STATEMENT 22 ATTACHED

b The form in which applications should be submitted and information and materials they should include:  
 SEE STATEMENT 22 ATTACHED

c Any submission deadlines:  
 N/A

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

**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)				
<b>a Paid during the year</b>				
SEE ATTACHED SCHEDULES A	NONE	PC	TO HELP ACTIVITIES OF VAR PUBLIC CHAR INST WHICH ARE EXEMPT UNDER 501 (C)(3)	8,000,935.
SEE ATTACHED SCHEDULES B	NONE	PC	TO HELP ACTIVITIES OF VAR PUBLIC CHAR INST WHICH ARE EXEMPT UNDER 501 (C)(3)	48,191,580.
BREWSTER CENTRAL SCHOOL DISTRICT 30 FARM TO MARKET ROAD BREWSTER, NY 10509	NONE	PC	TO HELP ACTIVITIES OF VAR PUBLIC CHAR INST WHICH ARE EXEMPT UNDER 501 (C)(3)	75,000.
INSTITUTE OF INTERNATIONAL EDUCATION 809 UNITED NATIONS PLAZA NEW YORK, NY 10017	NONE	PC	TO HELP ACTIVITIES OF VAR PUBLIC CHAR INST WHICH ARE EXEMPT UNDER 501 (C)(3)	195,000.
<b>Total</b>				<b>▶ 3a 56,462,515.</b>
<b>b Approved for future payment</b>				
SEE ATTACHED SCHEDULES A	NONE	PC	TO HELP ACTIVITIES OF VAR PUBLIC CHAR INST WHICH ARE EXEMPT UNDER 501 (C)(3)	7,700,000.
SEE ATTACHED SCHEDULES B	NONE	PC	TO HELP ACTIVITIES OF VAR PUBLIC CHAR INST WHICH ARE EXEMPT UNDER 501 (C)(3)	101,753,000.
<b>Total</b>				<b>▶ 3b 109,453,000.</b>



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?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
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.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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: [Signature] Date: [ ]
Paid Preparer Use Only: Print/Type preparer's name: ROBERT J HUGHES, GIAMPAPA, JOSEPH; Preparer's signature: [Signature]; Firm's name: MARKS PANETH LLP; Firm's address: 685 THIRD AVENUE, NEW YORK, NY 10017.

May the IRS discuss this return with the preparer shown below (see part 12)

THE STARR FOUNDATION

**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.)
a FROM PASS-THROUGH ENTITIES	P	VARIOUS	VARIOUS
b FROM PASS-THROUGH ENTITIES	P	VARIOUS	VARIOUS
c FROM PASS-THROUGH ENTITIES - 1231 GAIN	P	VARIOUS	VARIOUS
d TARGA RESOURCES PARTNERS LLP - ORDINARY GAIN	P	VARIOUS	VARIOUS
e TARGA RESOURCES PARTNERS LLP - STATEMENT D-6	P	VARIOUS	VARIOUS
f TARGA RESOURCES PARTNERS LLP - ADDITIONAL BASIS FROM INTEREST MERGER	P	VARIOUS	VARIOUS
g CLASS ACTION LITIGATIONS SETTLEMENTS	P	VARIOUS	VARIOUS
h DISPOSITION OF WLR IV PPIP AIV FEEDER, LP	P	VARIOUS	VARIOUS
i DISPOSITION OF JUPITER JCF AIV II SPECIAL	P	VARIOUS	VARIOUS
j DISPOSITION OF JC FLOWERS II LP	P	VARIOUS	VARIOUS
k DISPOSITION OF THE HSH AIV 2 TRUST	P	VARIOUS	VARIOUS
l DISPOSITION OF JCF II AIV L LP	P	VARIOUS	VARIOUS
m CUMULATIVE DISPOSITION ADJUSTMENT OF INVESTMENTS	P	VARIOUS	VARIOUS
n ATTACHED STATEMENT D-1	P	VARIOUS	VARIOUS
o ATTACHED STATEMENT D-1	P	VARIOUS	VARIOUS

(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 1,948,762.			1,948,762.
b 35,661,605.			35,661,605.
c 29,181.			29,181.
d 1,892,183.			1,892,183.
e 2,139,000.		7,160,976.	<5,021,976.>
f 3,407,046.			3,407,046.
g 30,104.			30,104.
h		4,824.	<4,824.>
i		8,836,887.	<8,836,887.>
j		3,203,239.	<3,203,239.>
k		4,771,737.	<4,771,737.>
l		693,004.	<693,004.>
m		15,811,187.	<15,811,187.>
n 4,165,177.		5,588,155.	<1,422,978.>
o 3,039,730.		625,352.	2,414,378.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,948,762.
b			35,661,605.
c			29,181.
d			1,892,183.
e			<5,021,976.>
f			3,407,046.
g			30,104.
h			<4,824.>
i			<8,836,887.>
j			<3,203,239.>
k			<4,771,737.>
l			<693,004.>
m			<15,811,187.>
n			<1,422,978.>
o			2,414,378.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 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). If (loss), enter "-0-" in Part I, line 8 }	3	

THE STARR FOUNDATION

**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 ATTACHED STATEMENT D-1	P	VARIOUS	VARIOUS
b ATTACHED STATEMENT D-2	P	VARIOUS	VARIOUS
c ATTACHED STATEMENT D-3	P	VARIOUS	VARIOUS
d ATTACHED STATEMENT D-4	P	VARIOUS	VARIOUS
e ATTACHED STATEMENT D-5	P	VARIOUS	VARIOUS
f ATTACHED STATEMENT D-7	P	VARIOUS	VARIOUS
g ATTACHED STATEMENT D-8	P	VARIOUS	VARIOUS
h ATTACHED STATEMENT D-8	P	VARIOUS	VARIOUS
i WLR RECOVERY FUND IV, LP	P	VARIOUS	VARIOUS
j CAPITAL GAINS DIVIDENDS			
k			
l			
m			
n			
o			

(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 201,476.		668,774.	<467,298.>
b 19,356,087.		19,319,423.	36,664.
c 12,094,482.		10,070,321.	2,024,161.
d 7,629,943.		5,958,179.	1,671,764.
e 53,960,519.		49,663,570.	4,296,949.
f 32,721,656.		32,828,810.	<107,154.>
g 61,664.			61,664.
h		219,625.	<219,625.>
i 268,540.			268,540.
j 474,567.			474,567.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<467,298.>
b			36,664.
c			2,024,161.
d			1,671,764.
e			4,296,949.
f			<107,154.>
g			61,664.
h			<219,625.>
i			268,540.
j			474,567.
k			
l			
m			
n			
o			

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	13,657,659.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2016**

Name of the organization

THE STARR FOUNDATION

Employer identification number

13-6151545

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)**



Name of organization  THE STARR FOUNDATION	Employer identification number  13-6151545
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**Part I Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES & VICTORIA CHANG FAMILY FDN.  1115 5TH AVE  NEW YORK, NY 10128	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	KWIE DING WANG  283 AVENUE C  NEW YORK, NY 10009	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization  <b>THE STARR FOUNDATION</b>	Employer identification number  <b>13-6151545</b>
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**Part II Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

<b>Name of organization</b>  THE STARR FOUNDATION	<b>Employer identification number</b>  13-6151545
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF                      DIVIDENDS AND INTEREST FROM SECURITIES                      STATEMENT    1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	18,710,963.	474,567.	18,236,396.	18,181,669.	18,236,396.
INTEREST INCOME	10,321,223.	0.	10,321,223.	7,930,646.	10,321,223.
TO PART I, LINE 4	29,032,186.	474,567.	28,557,619.	26,112,315.	28,557,619.

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LIMITED PARTNERSHIP INVESTMENT INCOME	<4,240,018.>	966,340.	0.
STATES TAXES REFUND	3,129.	3,129.	0.
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>&lt;4,236,889.&gt;</b>	<b>969,469.</b>	<b>0.</b>

FORM 990-PF

LEGAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MCDERMOTT WILL & EMERY LLP	9,151.	0.	0.	9,151.
EPSTEIN BECKER & GREEN PC	3,927.	0.	0.	3,927.
SEYFARTH SHAW LLP	7,041.	0.	0.	7,041.
TO FM 990-PF, PG 1, LN 16A	20,119.	0.	0.	20,119.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MARKS PANETH LLP	129,755.	6,488.	0.	123,267.
TO FORM 990-PF, PG 1, LN 16B	129,755.	6,488.	0.	123,267.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EDUCATIONAL/COMPUTER/OTHER CONSULTANTS	287,207.	0.	0.	287,207.
ADP, INC	2,655.	0.	0.	2,655.
INVESTMENT FEES	4,749,316.	4,746,316.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	5,039,178.	4,746,316.	0.	289,862.



FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	69,538.	17,384.	0.	52,154.
NYS TAXES & FILING FEES	2,684.	1,342.	0.	1,342.
FOREIGN TAXES	625,699.	625,699.	0.	0.
FEDERAL TAXES	1,531,489.	0.	0.	0.
OTHER STATE TAXES	1,228.	1,228.	0.	0.
PENALTIES	310.	0.	0.	0.
INTEREST EXPENSE TAXES	23.	23.	0.	0.
TO FORM 990-PF, PG 1, LN 18	2,230,971.	645,676.	0.	53,496.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	124.	124.	0.	0.
COMPUTERS & SOFTWARE	33,037.	0.	0.	33,037.
SUPPLIES & ADMINISTRATIVE EXPENSES	63,317.	0.	0.	63,317.
INSURANCE	211,380.	0.	0.	211,380.
COLLEGE SCHOLARSHIP PROGRAMS	33,000.	0.	0.	33,000.
RENT EXPENSE	366,966.	0.	0.	366,966.
BREWSTER REPAIRS AND MAINTENANCE	139,139.	0.	0.	139,139.
PORTFOLIO DEDUCTION FROM PASSTHRU ENTITIES	7,698,653.	7,206,488.	0.	0.
TO FORM 990-PF, PG 1, LN 23	8,545,616.	7,206,612.	0.	846,839.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT 20	587,114,299.	660,511,731.
TOTAL TO FORM 990-PF, PART II, LINE 10B	587,114,299.	660,511,731.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STATEMENT 20	COST	493,877,385.	495,679,357.
TOTAL TO FORM 990-PF, PART II, LINE 13		493,877,385.	495,679,357.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 12

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

401(K) BENEFIT PAYABLE

12,143.

2,977.

PAYROLL TAXES

20,803.

26,737.

EXCISE TAX PAYABLE

51,991.

33,700.

TOTAL TO FORM 990-PF, PART II, LINE 22

84,937.

63,414.