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Form 990-PF

Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation THE MAI FAMILY FOUNDATION
A Employer identification number 13-3915987
B Telephone number (see instructions) (646) 502-8980
C If exemption application is pending, check here
G Check all that apply Initial return, Final return, Address change, etc.
H Check type of organization Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year \$ 31,422,177
J Accounting method Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), ending with Excess of revenue over expenses and disbursements (27).

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

| Part II Balance Sheets | | Beginning of year | | | End of year | | |
|------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------------------------------|----------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash—non-interest-bearing | | | | | |
| | 2 | Savings and temporary cash investments | 5,692,917 | 5,870,494 | 5,870,494 | | |
| | 3 | Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | | | |
| | 4 | Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | | | |
| | 5 | Grants receivable | | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ _____ 1,000,000 Less allowance for doubtful accounts ▶ _____ 0 | 1,000,000 | 1,000,000 | 1,000,000 | | |
| | 8 | Inventories for sale or use | | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | | |
| | 10a | Investments—U S and state government obligations (attach schedule) | | | | | |
| | b | Investments—corporate stock (attach schedule) | 2,238,156 <input checked="" type="checkbox"/> | 2,238,156 | 8,141,160 | | |
| | c | Investments—corporate bonds (attach schedule) | | | | | |
| | 11 | Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | | | |
| | 12 | Investments—mortgage loans | | | | | |
| | 13 | Investments—other (attach schedule) | 14,126,926 <input checked="" type="checkbox"/> | 15,886,497 | 16,374,241 | | |
| | 14 | Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | | | |
| 15 | Other assets (describe ▶ _____) | <input checked="" type="checkbox"/> 36,282 <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> 36,282 <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> 36,282 <input checked="" type="checkbox"/> | | | |
| 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 23,094,281 | 25,031,429 | 31,422,177 | | | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | | |
| | 18 | Grants payable | | | | | |
| | 19 | Deferred revenue | | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | | |
| | 22 | Other liabilities (describe ▶ _____) | | | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0 | 0 | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <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 | 0 | 0 | | | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | 0 | 0 | | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | 23,094,281 | 25,031,429 | | | | |
| 30 | Total net assets or fund balances (see instructions) | 23,094,281 | 25,031,429 | | | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 23,094,281 | 25,031,429 | | | | |

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 | 23,094,281 |
| 2 | Enter amount from Part I, line 27a | 2 | 1,996,195 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | 0 |
| 4 | Add lines 1, 2, and 3 | 4 | 25,090,476 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/> | 5 | 59,047 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 25,031,429 |

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 | | | |
| | | | |
| | | | |
| | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

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

| | | | | |
|----------|-------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------|--|
| 2 | Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | | | |
| | If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | } | 3 | |

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 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)) |
|----------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| 2013 | 2,358,719 | 26,430,227 | 0.089243 |
| 2012 | 3,900,069 | 24,748,945 | 0.157585 |
| 2011 | 2,990,269 | 26,109,080 | 0.114530 |
| 2010 | 2,978,970 | 24,637,098 | 0.120914 |
| 2009 | 3,152,492 | 25,893,951 | 0.121746 |
| 2 | Total of line 1, column (d). | | 2 0.604018 |
| 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 0.120804 |
| 4 | Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. | | 4 23,970,831 |
| 5 | Multiply line 4 by line 3. | | 5 2,895,772 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | | 6 27,428 |
| 7 | Add lines 5 and 6. | | 7 2,923,200 |
| 8 | Enter qualifying distributions from Part XII, line 4. | | 8 2,677,578 |

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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 | 54,856 |
| 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 | 54,856 |
| 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 | 54,856 |
| 6 | Credits/Payments | | |
| a | 2014 estimated tax payments and 2013 overpayment credited to 2014 | 6a | 11,803 |
| b | Exempt foreign organizations—tax withheld at source | 6b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 50,000 |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments Add lines 6a through 6d. | 7 | 61,803 |
| 8 | Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 876 |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <input type="checkbox"/> | 9 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . <input type="checkbox"/> | 10 | 6,071 |
| 11 | Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 6,071 Refunded <input type="checkbox"/> | 11 | 0 |

Part VII-A Statements Regarding Activities

| | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | No |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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.</i> | | No |
| c Did the foundation file Form 1120-POL for this year? | | No |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u> | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u> | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | | No |
| 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? <i>If "Yes," attach a conformed copy of the changes</i> | | No |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | Yes | |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | Yes | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | | No |
| 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? | Yes | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> | Yes | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY _____ | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i> | Yes | |
| 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> | | No |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> | | No |

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|-----------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). | 11 | | No |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | No |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A | 13 | Yes | |
| 14 | The books are in care of CO CRANEMERE Telephone no (212) 845-4322 Located at 135 E 57TH ST FL 31 NEW YORK NY ZIP+4 10022 | | | |
| 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 | | | |
| 16 | At any time during calendar year 2014, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country | 16 | Yes | No |

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 instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> | 1b | | No |
| 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 2014? | 1c | | No |
| 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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 instructions) | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 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 2014 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>) | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | No |
| 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 2014? | 4b | | No |

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

| | | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|-----------|
| <p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | 5b | | |
| | 6b | | 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 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 |
|---------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| See Additional Data Table | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000. ▶ 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 (see instructions). If none, enter "NONE".

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|------------------------------------------------------------------------------------------|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| 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 | |
| 2 | |
| 3 | |
| 4 | |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|------------------------------------------------------------------------------------------------------------------|--------|
| 1 | |
| 2 | |
| All other program-related investments. See instructions. | |
| 3 | |
| | |
| Total. Add lines 1 through 3 | ▶ |

0

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

| | | | |
|----------|--------------------------------------------------------------------------------------------------------------------|-----------|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes | | |
| a | Average monthly fair market value of securities. | 1a | 6,933,102 |
| b | Average of monthly cash balances. | 1b | 5,685,070 |
| c | Fair market value of all other assets (see instructions). | 1c | 11,717,697 |
| d | Total (add lines 1a, b, and c). | 1d | 24,335,869 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). | 1e | 0 |
| 2 | Acquisition indebtedness applicable to line 1 assets. | 2 | 0 |
| 3 | Subtract line 2 from line 1d. | 3 | 24,335,869 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 365,038 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 23,970,831 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 1,198,542 |

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

| | | | |
|-----------|------------------------------------------------------------------------------------------------------------------|-----------|-----------|
| 1 | Minimum investment return from Part X, line 6. | 1 | 1,198,542 |
| 2a | Tax on investment income for 2014 from Part VI, line 5. | 2a | 54,856 |
| b | Income tax for 2014 (This does not include the tax from Part VI). | 2b | 71,706 |
| c | Add lines 2a and 2b. | 2c | 126,562 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 1,071,980 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | 0 |
| 5 | Add lines 3 and 4. | 5 | 1,071,980 |
| 6 | Deduction from distributable amount (see instructions). | 6 | 0 |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. | 7 | 1,071,980 |

Part XII Qualifying Distributions (see instructions)

| | | | |
|----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes | | |
| a | Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. | 1a | 2,677,578 |
| b | Program-related investments—total from Part IX-B. | 1b | 0 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | |
| b | Cash distribution test (attach the required schedule). | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 2,677,578 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). | 5 | 0 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 2,677,578 |

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 2013 | (c) 2013 | (d) 2014 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2014 from Part XI, line 7 | | | | 1,071,980 |
| 2 Undistributed income, if any, as of the end of 2014 | | | | |
| a Enter amount for 2013 only. | | | 0 | |
| b Total for prior years 20__ , 20__ , 20__ | | 0 | | |
| 3 Excess distributions carryover, if any, to 2014 | | | | |
| a From 2009. | 3,152,492 | | | |
| b From 2010. | 2,978,970 | | | |
| c From 2011. | 1,238,009 | | | |
| d From 2012. | 3,913,821 | | | |
| e From 2013. | 1,215,069 | | | |
| f Total of lines 3a through e. | 12,498,361 | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>2,677,578</u> | | | | |
| a Applied to 2013, but not more than line 2a | | | 0 | |
| b Applied to undistributed income of prior years (Election required—see instructions). | | 0 | | |
| c Treated as distributions out of corpus (Election required—see instructions). | 0 | | | |
| d Applied to 2014 distributable amount. | | | | 1,071,980 |
| e Remaining amount distributed out of corpus | 1,605,598 | | | |
| 5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0 | | | 0 |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 14,103,959 | | | |
| 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. | | | 0 | |
| d Subtract line 6c from line 6b Taxable amount—see instructions. | | | 0 | |
| e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions. | | | | 0 |
| f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). | 0 | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). | 3,152,492 | | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a. | 10,951,467 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2010. | 2,978,970 | | | |
| b Excess from 2011. | 1,238,009 | | | |
| c Excess from 2012. | 3,913,821 | | | |
| d Excess from 2013. | 1,215,069 | | | |
| e Excess from 2014. | 1,605,598 | | | |

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling.

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

2a 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) 2014 | (b) 2013 | (c) 2012 | (d) 2011 | |
| 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 organization 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))

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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

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------------------|
| a <i>Paid during the year</i> See Additional Data Table | | | | |
| Total | | | | 3a 2,603,450 |
| b <i>Approved for future payment</i> | | | | |
| Total | | | | 3b 0 |

Form 990PF Part VIII Line 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 |
|-------------------------------------------------------------------------------|------------------------------------------------------------------|--------------------------------------------------|------------------------------------------------------------------------------|----------------------------------------------|
| VINCENT A MAI C/O CORNWALL CAP 135 E57 ST 31ST FL NEW YORK, NY 10022 | VP/DIR 2 00 | 0 | 0 | 0 |
| ANNE MAI C/O CORNWALL CAP 135 E57 ST 31ST FL NEW YORK, NY 10022 | PRES/DIR 0 50 | 0 | 0 | 0 |
| JAMES MAI C/O CORNWALL CAP 135 E57 ST 31ST FL NEW YORK, NY 10022 | VICE-SECY/DIR 0 25 | 0 | 0 | 0 |
| REBECCA MAI C/O CORNWALL CAP 135 E57 ST 31ST FL NEW YORK, NY 10022 | TREAS/DIR 0 25 | 0 | 0 | 0 |
| CHIARA MAI C/O CORNWALL CAP 135 E57 ST 31ST FL NEW YORK, NY 10022 | SECY/DIR 0 25 | 0 | 0 | 0 |
| DAVID MITNICK C/O CORNWALL CAP 135 E57 ST 31ST FL NEW YORK, NY 10022 | VICE-TREAS/DIR 0 25 | 0 | 0 | 0 |
| TIMOTHY MAI C/O CORNWALL CAP 135 E57 ST 31ST FL NEW YORK, NY 10022 | VICE-SECY/DIR 0 25 | 0 | 0 | 0 |

Form 990PF Part XV Line 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 <i>Paid during the year</i> | | | | |
| ARTISTS STRIVING TO END POVERTY 165 WEST 46TH STREET SUITE 1303 NEW YORK, NY 10036 | | QUALIFIED CHARITY | CHARITABLE | 30,000 |
| ASIAN CULTURAL COUNCIL C/O SONIA KWIATKOWSKI 6 WEST 48TH ST 12TH FL NEW YORK, NY 10036 | | QUALIFIED CHARITY | CHARITABLE | 80,000 |
| BANK STREET SCHOOL C/O CARLA SCHEELE 610 WEST 112TH STREET NEW YORK, NY 10025 | | QUALIFIED CHARITY | CHARITABLE | 25,000 |
| BRENNAN CENTER FOR JUSTICE 161 AVENUE OF THE AMERICAS 12TH FLOOR NEW YORK, NY 10013 | | QUALIFIED CHARITY | CHARITABLE | 150,000 |
| BRING CHANGE 2 MIND 1265 BATTERY STREET FIFTH FLOOR SAN FRANCISCO, CA 94111 | | QUALIFIED CHARITY | CHARITABLE | 35,000 |
| BROOKLYN LAW SCHOOL 250 JORALEMON STREET NEW YORK, NY 11201 | | QUALIFIED CHARITY | CHARITABLE | 15,000 |
| CASITA MARIA 928 SIMPSON STREET BRONX, NY 10459 | | QUALIFIED CHARITY | CHARITABLE | 50,000 |
| CHILDREN'S AID SOCIETY 105 EAST 22ND ST SUITE 504 NEW YORK, NY 10010 | | QUALIFIED CHARITY | CHARITABLE | 10,000 |
| ECHOING GREEN 494 EIGHTH AVE 2ND FLOOR NEW YORK, NY 10001 | | QUALIFIED CHARITY | CHARITABLE | 150,000 |
| FOUNTAIN HOUSE 425 W 47TH STREET NEW YORK, NY 10036 | | QUALIFIED CHARITY | CHARITABLE | 200,000 |
| FRIENDS OF IKAMVA LABANTU 215 OVERLOOK ROAD NEW ROCHELLE, NY 10804 | | QUALIFIED CHARITY | CHARITABLE | 25,000 |
| INTERNATIONAL CENTER FOR TRANSITIONAL JUSTICE 5 HANOVER SQUARE FLOOR 24 NEW YORK, NY 10004 | | QUALIFIED CHARITY | CHARITABLE | 50,000 |
| INTERNATIONAL FUND FOR ANIMAL WELFARE 290 SUMMER STREET YARMOUTH PORT, MA 02675 | | QUALIFIED CHARITY | CHARITABLE | 50,000 |
| LITTLE SISTERS FUND C/O BECKER CHAMBERS ACCOUNTING HAILEY, MD 83333 | | QUALIFIED CHARITY | CHARITABLE | 15,000 |
| MEDIA MATTERS 455 MASSACHUSETTS AVE NW SUITE 600 WASHINGTON, DC 20004 | | QUALIFIED CHARITY | CHARITABLE | 100,000 |
| Total | | | | 2,603,450 |

Form 990PF Part XV Line 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 <i>Paid during the year</i> | | | | |
| MINDFUL SCHOOLS 1944 EMBARCADERO EAST OAKLAND, CA 94606 | | QUALIFIED CHARITY | CHARITABLE | 10,000 |
| MOUNTAIN FILM IN TELLURIDE C/O PETER KENWORTHY 109 E COLORADO AVE 1 TELLURIDE, CO 81435 | | QUALIFIED CHARITY | CHARITABLE | 5,000 |
| NATIONAL PUBLIC RADIO 635 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20001 | | QUALIFIED CHARITY | CHARITABLE | 100,000 |
| NELSON MANDELA'S CHILDREN'S FUND 89 SOUTH STREET SUITE 701 BOSTON, MA 02111 | | QUALIFIED CHARITY | CHARITABLE | 10,000 |
| NETWORK 2020 850 SEVENTH AVE SUITE 1101 NEW YORK, NY 10019 | | QUALIFIED CHARITY | CHARITABLE | 50,000 |
| NEW VISIONS FOR PUBLIC SCHOOLS 320 W 13TH ST 6 NEW YORK, NY 10014 | | QUALIFIED CHARITY | CHARITABLE | 100,000 |
| NY STEM CELL FOUNDATION 1995 BROADWAY SUITE 600 NEW YORK, NY 10023 | | QUALIFIED CHARITY | CHARITABLE | 50,000 |
| PEOPLE FOR THE AMERICAN WAY 1101 15TH STREET NW SUITE 600 WASHINGTON, DC 20005 | | QUALIFIED CHARITY | CHARITABLE | 15,000 |
| RESERVE ELDER SERVICE 1440 BROADWAY SUITE 1601 NEW YORK, NY 10018 | | QUALIFIED CHARITY | CHARITABLE | 10,000 |
| RFK CENTER 1367 CONNECTICUT AVE NW WASHINGTON, DC 20036 | | QUALIFIED CHARITY | CHARITABLE | 50,000 |
| SESAME WORKSHOP 1900 BROADWAY NEW YORK, NY 10023 | | QUALIFIED CHARITY | CHARITABLE | 300,000 |
| SHARED INTEREST 121 WEST 27TH ST SUITE 805 NEW YORK, NY 10001 | | QUALIFIED CHARITY | CHARITABLE | 40,000 |
| STORYCORPS 80 HANSON PLACE 2ND FLOOR BROOKLYN, NY 11217 | | QUALIFIED CHARITY | CHARITABLE | 25,000 |
| SYNERGOS 3 EAST 54TH STREET 14TH FLOOR NEW YORK, NY 10022 | | QUALIFIED CHARITY | CHARITABLE | 50,000 |
| THE BURKE REHABILITATION HOSPITAL & MEDICAL RESEARCH INSTITUTE 785 MAMARONECK AVENUE BILLINGS BUILDINGS 2ND FL WHITE PLAINS, NY 10605 | | QUALIFIED CHARITY | CHARITABLE | 10,000 |
| Total | | | 3a | 2,603,450 |

Form 990PF Part XV Line 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 <i>Paid during the year</i> | | | | |
| THE JULLIARD SCHOOL 60 LINCOLN CENTER PLAZA NEW YORK, NY 10023 | | QUALIFIED CHARITY | CHARITABLE | 25,000 |
| THE NATION INSTITUTE 116 EAST 16TH STREET 8TH FLOOR NEW YORK, NY 10003 | | QUALIFIED CHARITY | CHARITABLE | 40,000 |
| THE NEWYORK STEM CELL FOUNDATION 1995 BROADWAY SUITE 600 NEW YORK, NY 10023 | | QUALIFIED CHARITY | CHARITABLE | 15,000 |
| THE TRUSTEES OF PRINCETON UNIVERSITY PO BOX 5357 PRINCETON, NJ 08543 | | QUALIFIED CHARITY | CHARITABLE | 15,000 |
| THE WILD FOUNDATION 717 POPLAR AVENUE BOULDER, CO 80304 | | QUALIFIED CHARITY | CHARITABLE | 85,000 |
| UBUNTU 32 BROADWAY 414 NEW YORK, NY 10004 | | QUALIFIED CHARITY | CHARITABLE | 60,000 |
| UCT FUND ATTN JOHANNA FAUSTO US DIRECTOR OF ALUMNI DEVELOPMENT THE UNIVERSITY O NEW YORK, NY 10017 | | QUALIFIED CHARITY | CHARITABLE | 32,000 |
| UNIVERSITY OF WISCONSIN FOUNDATION US BANK LOCKBOX PO BOX 78807 MILWAUKEE, WI 53278 | | QUALIFIED CHARITY | CHARITABLE | 10,000 |
| WBAI RADIO GENERAL POST OFFICE PO BOX 30540 NEW YORK, NY 10017 | | QUALIFIED CHARITY | CHARITABLE | 10,000 |
| WNYC PO BOX 1550 NEW YORK, NY 10016 | | QUALIFIED CHARITY | CHARITABLE | 10,000 |
| AGENDA PROJECT 1010 WISCONSIN AVE NWSUITE 705B WASHINGTON, DC 20007 | | QUALIFIED CHARITY | CHARITABLE | 25,000 |
| AMY BIEHL FOUNDATION PO BOX 66 SAN MARCOS, CA 92079 | | QUALIFIED CHARITY | CHARITABLE | 10,000 |
| AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST 79TH STREET NEW YORK, NY 10024 | | QUALIFIED CHARITY | CHARITABLE | 10,000 |
| BROWN UNIVERSITY PROVIDENCE RI PROVIDENCE, RI 02912 | | QUALIFIED CHARITY | CHARITABLE | 50,000 |
| CARNEGIE HALL SOCIETY 881 SEVENTH AVENUE NEW YORK, NY 10019 | | QUALIFIED CHARITY | CHARITABLE | 50,000 |
| Total | | | | 2,603,450 |

Form 990PF Part XV Line 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 <i>Paid during the year</i> | | | | |
| COMMUNITY OF UNITY 1250 H STREET NW SUITE 1150 WASHINGTON,DC 20005 | | QUALIFIED CHARITY | CHARITABLE | 5,000 |
| FIVER CHILDREN'S FOUNDATION 519 EIGHTH AVENUE FL 24 NEW YORK,NY 10018 | | QUALIFIED CHARITY | CHARITABLE | 25,000 |
| ICE HOCKEY IN HARLEM 127 WEST 127TH STREET SUITE 415 NEW YORK,NY 10027 | | QUALIFIED CHARITY | CHARITABLE | 5,000 |
| JUSTICE AND ACCOUNATBILITY CENTER OF LOUISIANA 4035 WASHINGTON AVENUE SUITE 203 NEWORLEANS,LA 70125 | | QUALIFIED CHARITY | CHARITABLE | 40,000 |
| KAUFMAN MUSIC CENTER 129 WEST 67TH STREET NEW YORK,NY 10023 | | QUALIFIED CHARITY | CHARITABLE | 5,000 |
| LAST MILE HEALTH PO BOX 130122 BOSTON,MA 02113 | | QUALIFIED CHARITY | CHARITABLE | 25,000 |
| LIVING ARCHIVES INC 262 WEST 91ST STREET NEW YORK,NY 10024 | | QUALIFIED CHARITY | CHARITABLE | 25,000 |
| MSF USA 333 7TH AVENUE NEW YORK,NY 10001 | | QUALIFIED CHARITY | CHARITABLE | 25,000 |
| NEW YORKERS FOR CHILDREN 450 FASHION AVENUE 403 NEW YORK,NY 10123 | | QUALIFIED CHARITY | CHARITABLE | 20,000 |
| PREP FOR PREP 328 WEST 71ST STREET NEW YORK,NY 10023 | | QUALIFIED CHARITY | CHARITABLE | 5,000 |
| RESURRECTION EPISCOPAL DAY SCHOOL 119 EAST 74TH STREET NEW YORK,NY 10021 | | QUALIFIED CHARITY | CHARITABLE | 10,000 |
| STARFISH GREATHOUSE FOUNDATION 2 GRESHAM STREET 2ND FLOOR LONDON ECZV7QP UK | | QUALIFIED CHARITY | CHARITABLE | 5,000 |
| TELLURIDE FILM FESTIVAL 800 JONES STREET BERKELEY,CA 94710 | | QUALIFIED CHARITY | CHARITABLE | 1,450 |
| THE AMERICAN ACADEMY IN BERLIN 17-19 AM SANDWERDER BERLIN 14109 GM | | QUALIFIED CHARITY | CHARITABLE | 100,000 |
| THE STANFORD CENTER ON LONGEVITY STANFORD UNIVERSITY STANFORD,CA 94305 | | QUALIFIED CHARITY | CHARITABLE | 50,000 |
| Total | | | | 2,603,450 |

TY 2014 Accounting Fees Schedule

Name: THE MAI FAMILY FOUNDATION

EIN: 13-3915987

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|--------|--------------------------|------------------------|---------------------------------------------|
| ACCOUNTING FEES | 3,000 | 3,000 | | 3,000 |

TY 2014 Applied to Prior Year Election

Name: THE MAI FAMILY FOUNDATION

EIN: 13-3915987

Election: PURSUANT TO REG. 53.4942(A)-3(D)(2), THE ABOVE REFERENCED FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS.

TY 2014 Distribution from Corpus Election

Name: THE MAI FAMILY FOUNDATION

EIN: 13-3915987

Election: THE MAI FAMILY FOUNDATION EIN: 13-3915987 ELECTION TO
DISTRIBUTE CORPUS YEAR ENDED DECEMBER 31, 2012 PURSUANT
TO CODE SECTION 4942(H)(2) AND REGULATIONS SECTION
53.4942(A)-3(D)(2), THE FOUNDATION HEREBY ELECTS TO TREAT
QUALIFYING DISTRIBUTIONS IN THE AMOUNT OF \$3,913,821 FOR
THE YEAR ENDED DECEMBER 31, 2012 AS MADE OUT OF CORPUS.

FOUNDATION
MANAGER

**TY 2014 Investments Corporate
Stock Schedule****Name:** THE MAI FAMILY FOUNDATION**EIN:** 13-3915987

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|------------------------------|-------------------------------|--------------------------------------|
| METTLER-TOLEDO INTERNATIONAL | 1,668,953 | 7,561,500 |
| WATERS CORP | 86,503 | 338,160 |
| XM SATELLITE | 482,700 | 241,500 |

TY 2014 Investments - Other Schedule**Name:** THE MAI FAMILY FOUNDATION**EIN:** 13-3915987

| Category/ Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|-----------------------------------------|------------------------------|-------------------|--------------------------------------|
| AEA INVESTORS (CAYMAN) FEEDER LP | FMV | 100,357 | 100,357 |
| AEA MEZZANINE PTRS LP | FMV | 361,412 | 361,412 |
| AEA MEZZANINE PTRS II LP | FMV | 2,063,980 | 2,063,980 |
| HOUSATONIC EQUITY PTRS | FMV | 365,350 | 365,350 |
| AEA MIDDLE MARKET DEBT II LP | FMV | 1,919,205 | 1,919,205 |
| AEA MIDDLE MARKET DEBT GP LP | FMV | 861,823 | 861,823 |
| AEA MIDDLE MARKET DEBT II (PARALLEL) LP | FMV | 1,179,358 | 1,179,358 |
| FOUNDER COLLECTIVE LP | FMV | 2,346,891 | 2,346,891 |
| LPC WESTFIELD LP | FMV | 457,235 | 457,235 |
| VISTA FOUNDATION FUND I LP | FMV | 1,284,584 | 1,284,584 |
| VISTA FOUNDATION FUND I AIV III CORP | FMV | 0 | 0 |
| CORNWALL OFFSHORE LTD | FMV | 3,000,000 | 3,487,744 |
| VFF I AIV II-A LP | FMV | 215,894 | 215,894 |
| VFF I AIV IV-A LP | FMV | 561,816 | 561,816 |
| EATERN HARBOR MEDIA LLC | FMV | 232,018 | 232,018 |
| VISTA FOUNDATION FUND II FAF LP | FMV | 872,286 | 872,286 |
| VFF I AIV III-A LP | FMV | 19,147 | 19,147 |
| VFF I AIV I-A, LP | FMV | 45,141 | 45,141 |

TY 2014 Other Assets Schedule

Name: THE MAI FAMILY FOUNDATION

EIN: 13-3915987

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|----------------------------------|--------------------------------|--------------------------|---------------------------------|
| OTHER RECEIVABLE - LPC WESTFIELD | 36,282 | 36,282 | 36,282 |

TY 2014 Other Decreases Schedule

Name: THE MAI FAMILY FOUNDATION

EIN: 13-3915987

| Description | Amount |
|----------------------------------------------|--------|
| ADJUSTMENT TO PROPERLY REFLECT FUND BALANCES | 59,047 |

TY 2014 Other Expenses Schedule

Name: THE MAI FAMILY FOUNDATION

EIN: 13-3915987

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------------|--------------------------------|-----------------------|---------------------|---------------------------------------|
| INVESTMENT EXPENSES | 12,131 | 12,131 | | 0 |
| NYS DEPT OF LAW | 750 | 0 | | 0 |
| PROFESSIONAL FEES | 36,894 | 36,894 | | 36,894 |
| INSURANCE (D&O) | 2,250 | 0 | | 2,250 |
| OTHER EXPENSES | 3,417 | 0 | | 3,417 |
| OFFICE DEPOT | 670 | 0 | | 670 |
| GRANT MANAGEMENT FEES | 27,897 | 0 | | 27,897 |

TY 2014 Other Income Schedule**Name:** THE MAI FAMILY FOUNDATION**EIN:** 13-3915987

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|---------------------------------------------------|--------------------------------|-----------------------|---------------------|
| THRU AEA INVS (CAYMAN) FEEDER LP | 152,827 | -81,185 | 152,827 |
| THRU AEA MEZZANINE PARTNERS LP | 99,424 | 82,007 | 99,424 |
| THRU AEA MEZZANINE PARTNERS II LP | 522,653 | 558,615 | 522,653 |
| THRU AEA MIDDLE MARKET DEBT GP LP | 113,159 | 113,334 | 113,159 |
| THRU HOUSATONIC EQUITY PTRS A LP | 87,258 | 25,721 | 87,258 |
| THRU FOUNDER COLLECTIVE LP | 1,547,403 | 90,736 | 1,547,403 |
| THRU LPC WESTFIELD LP | 124,729 | 121,254 | 124,729 |
| THRU VISTA FDN FUND I LP | 254,609 | -32,080 | 254,609 |
| THRU VFF I AIV II-A LP | 32,138 | -738 | 32,138 |
| THRU VFF I AIV IV-A LP | 121,679 | -282 | 121,679 |
| THRU AEA MIDDLE MARKET DEBT FUND II LP | 96,911 | 86,527 | 96,911 |
| THRU AEA MIDDLE MARKET DEBT FUND II (PARALLEL) LP | 36,768 | 32,047 | 36,768 |
| OTHER INCOME | 9,453 | 9,453 | 9,453 |
| THRU EASTERN HARBOR MEDIA LLC | -17,982 | -16,987 | -17,982 |
| THRU VISTA FDN FUND II FAF, LP | 872,286 | 0 | 872,286 |
| THRU VFF I AIV III LP | 653,669 | 1,501,719 | 653,669 |
| THRU VFF I AIV I-A LP | 185,404 | 302,945 | 185,404 |

TY 2014 Taxes Schedule

Name: THE MAI FAMILY FOUNDATION

EIN: 13-3915987

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------------------------|---------|--------------------------|------------------------|---------------------------------------------|
| FEDERAL EXCISE TAXES | 168,000 | 0 | | 0 |
| NYS CORPORATION TAXES (FORM CT-13) | 39,453 | 0 | | 0 |