Department of the Treasury

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545 0052

2001

(8)	IOI ACTORDO					runs return to satisfy state		<u>.s </u>
			or tax year begi		03/01/01	, 2001	and ending 02	/28/02
<u>G</u> C	heck all t	that apply	Initial retur	n j	Final return	Amended return	Address chang	e Name change
		Name of org	ganization					loyer Identification number
Use	the IRS	Į.					1	•
	label	THE C O	U O FOUND	וחדדמו	N, INC		12.2	3006471
Qt	nerwise,				er if mail is not delivered t	to street address) [3996471
	print	Trained, and	. 000. (0 0	JA 1101110	or it mains not delivered t	o sucer address)		phone number (see page 10 of nstructions)
0	r type	(,
See	Specific	C/O GEO			SSOCIATES, 110	EAST 59TH ST.		
Inst	ructions	City or town	, state, and ZIP co	de			C if exemption app pending check h	
		ł					D 1 Foreign organ	- 1 I
			K, NY 1002				2 Foreign organ	nizations meeting the
н с	heck type	e of organiza	ition X Secti	on 501	(c)(3) exempt private	foundation	85% test che	ck here and attach
<u></u>			nexempt charitable			rivate foundation	computation	
L F.					ounting method x C			Stion status was terminated
		om Part II, col				ASII [_] ACCIUAI	under section 50	07(b)(1)(A) check here
	-		(<i>O)</i> , <i>III10</i>	(Port I	Other (specify), , column (d) must be or			n is in a 60-month termination
		,573,103			Column (a) mast be of	n casn basis)	under section 50)7(b)(1)(B), check here
36	Analy (The I	ysis of Reve	nue and Expens s in columns (b), (c	es Ses	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements
	(d) ma	av not necessa	anly equal the amor	ints in	expenses per	Income	income	for charitable purposes
	colum	n (a) (see pag	e 10 of the instruct	ions))	books	<u></u> _		(cash basis only)
1	Contribu	luon <u>s, gif</u> ta grants	etc. received (attach scr	nedule)	32			
	Check)		oundation is not requ	ured to				
2			olit-interest trusts					
3		•	temporary cash inves	tmente	39,223	39,223		
4				unema	219,790			
- `			st from secunties	•	219, 790	219,790		
٦	a Gross r					 -		
ლ.	b (Net ren	ntal income or (lo	oss))		 		
[6	a Netgair	n or (loss) from : ales price for all	sale of assets not on I	line 10	13,101,951			
90.00		on line 6a .			·			
Ē 7	Capital	l gain net inco	me (from Part IV, I	ine 2) .		13,101,951		
8	Net she	ort-term capita	algam				13,168,39	97
وا		modifications	•	• • •			20,200,33	
	a Gross sa	eles less returns	1					
-	_	wances · ·	<u> </u>			 		_
Ì		ost of goods sold				 		
			(attach schedule)	•	<u> </u>	 	<u> </u>	
11		ncome (attach	•					
12	Total /	Add lines 1 thi	rough 11	·	13,360,996	13,360,964	13,168,39	<u>)7</u>
13		nsation of officer	rs directors trustees	etc		<u> </u>		
8 14	Other e	employee sala	nes and wages					
<u> </u>	Pensio	n plans, empl	oyee benefits , .	_				
14 15 16 17 18 17 18 17 18 17 18 18 18 18 18 18 18 18 18 18 18 18 18	a Legal f	ees (attach sc	hedule)		1,962			1,962
4	b Accour	nting fees (atta	•		4,332			4,332
<u> </u>	c Other	•	es (attach schedul	តា់ :	1,1002			
Ē 4,	' Interes		CFIVEU	~1		 	 	
<u> </u>	inicies	,		ان	252			
			(see page 14 of the ins		253	 	 	
19			schedute) and de	pletion	600	<u> </u>		
S 20	•	1 1 1						
21		conterences;		'		<u> </u>		
22	Printing	gland publicat	ion's IV, UI					
23	Other e	expenses (atta	ch schedule) ST	2 .	50,809			50,809
u j			administrative ex					
24		es 13 through			57,956	1	 	67 102
- 1		outions, gifts,		•	845,000		 	57,103
25								845,000
26			sements Add lines 24	4 and 25	902,956	0	 	0 902,103
27		ct line 26 from			1 _	1		
			penses and disburseme		12,458,040			
İ	b Net Inv	estment inco	rme (if negative, en	ter -0-)		13,360,964	<u></u>	
- 1	c Adiust	ed net income	e (if negative, enter	-0-1	1	1	13 169 30	271

SCAMNED

Б	art II	Ralance Sheets	Attached schedules and amounts in the description column should be for	Beginning of year	End of year		
4	<u> </u>	Dalance Oneets	end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value	
	1	Cash - non-interest-beam	ng ,	2,144	14,811	14,811	
		Savings and temporary		79		12,307,404	
Ì	3	Accounts receivable		··- -			
		Less allowance for doub					
-	4	Pledges receivable -					
		Less allowance for doub	otful accounts				
ı	5	Grants receivable					
	6	Receivables due from of	fficers, directors, trustees, and other				
ļ		disqualified persons (atta	ch schedule) (see page 15 of the instructions)				
- 1	7	Other notes and loans re	ecevable (attach schedule) 🕨				
		Less allowance for doub	otful accounts				
Ŋ	8	Inventories for sale or us	e				
Assets	9	Prepaid expenses and de	eferred charges				
A	10 a	Investments - U.S. and state	a government obligations (attach schedule)				
1	b	Investments - corporate	stock (attach schedule)	111,329			
ļ	C		bonds (attach schedule)				
	11	Investments - land buildings and equipment basis					
		Less accumulated deprecia (attach schedule)	ulion				
	12	Investments - mortgage	ioans				
	13		nch schedule)				
	14	Land buildings, and equipment basis	2,988				
		(attach schedule)	2,100	1,498	888		
		Other assets (describe	Property rights)		250,000	250,000	
			pleted by all filers - see page 16 of				
4	_		ee page 1, item l) · · · · · · · · · · · · · · · · · ·	115,050	12,573,103	12,573,103	
			ccrued expenses	<u> </u>			
	18	Grants payable					
les	19	Deferred revenue	• • • •				
Liabilities	20		ors, trustees, and other disqualified persons	ļ			
at	21		etes payable (attach schedule)				
_	22	Other liabilities (describe	• -)	·	·		
_	23		es 17 through 22) · · · · ·				
		_	oliow SFAS 117, check here ► 24 through 26 and lines 30 and 31				
ĕ	24	Unrestricted	• • • • • • •		· 		
ılar	25	Temporarily restricted					
ä	26	Permanently restricted	• • • • •		<u> </u>		
Fund	24 25 26 27		o not follow SFAS 117, plete lines 27 through 31 ▶				
ō		Capital stock, trust prince	cipal, or current funds				
Net Assets	28	Pald-in or capital surplus, or	r land, bidg and equipment fund				
158	29	Retained earnings, accumi	ulated income, endowment, or other funds	115,050	<u> </u>		
et/	30	Total net assets or fund	d balances (see page 17 of the			ļ	
Ž	ļ	instructions)		115,050	12,573,103		
	31		t assets/fund balances (see page 17 of				
_	l	the instructions)	<u> </u>	115,050	12,57 <u>3,1</u> 03		
_		<u> </u>	anges in Net Assets or Fund				
1			alances at beginning of year - Part II				
	-	-	ear figure reported on pnor year's re	tum)	. 1	115,050	
2		r amount from Part I,	•	•	2	12,458,040	
3			led in line 2 (itemize) ►_ Rounding	9 .	3	13	
4		lines 1, 2, and 3	•		. 4	12,573,103	
5		reases not included in	•		5	10.550.555	
<u>6</u>	lota	i net assets or fund b	alances at end of year (line 4 minus	line 5) - Part II, column (b	o), line 30 - 6	12,573,103	

Part IV Capital Gains	and Losses for Tax on Inves	stment Income			
(a) List and	describe the kind(s) of property sold (elick warehouse, or common stock 200 sl	g, real estate, hs MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
a Statement 3			D-DOHAGOI		
b				-	
¢					
d					
. <u>''</u>				 -	<u> </u>
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (k (e) plus (f) min	
a					
b					· <u> </u>
c					
d _					
0					
	owing gain in column (h) and owner	ed by the foundation on 12/31/69		Gains (Col. (h) g	nain miniis
(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		(k), but not less Losses (from c	than -0-) or
a					
b _				-	
<u> </u>					
d				<u> </u>	
9					
	(If o	gain, also enter in Part I, line 7	T		
! Capital gain net income or {		loss), enter -0- in Part I, line 7	2		13,101,95
	or (loss) as defined in sections 122 line 8, column (c) (see pages 13 a	22(5) and (6)			
			3		13,16 <u>8</u> ,39
Part V Qualification Un	ne 8 der Section 4940(e) for Reduc	ced Tay on Net Investment Inc	ome		10,100,00
	r the section 4942 tax on the distril s not qualify under section 4940(e)		base pe	nod?	Yes N
1 Enter the appropria	ate amount in each column for eac	h year, see page 18 of the instru	ctions be	fore making an	y entries
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of nonchantable-use assets		(d) Distribution (col (b) divided if	
2000	183,255	208,595		(a) (a) (a)	0.87852
1999	153,695	307,635			0 49960
1998	54,655	6,642	,		8 22869
1997	31,033	0,042	 		2 22000
1996			-		
1000			 		
2 Total of line 1, column (d)			2		9 60682
	for the 5-year base period-divide the	ha tatal an line 2 by 5 ar by	\ 		9 00002
_	-				2 2622
the number of years the fo	oundation has been in existence if I	ess than 5 years	3		3 20227
4 Enter the net value of non-	charitable-use assets for 2001 fror	m Part X, line 5	4		7,498,09
Multiply line 4 by line 3			5		24,010,95
6 Enter 1% of net investmen	nt income (1% of Part I, line 27b)		6		133,61
7 Add lines 5 and 6			7		24,144,56
8 Enter qualifying distributio	ns from Part XII, line 4		8	Lucturi	902,10

Located at ▶ 110 East 59th Street, New York, NY ZIP+4 ▶ 10022

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

Part	VILE 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
1 a	During the year did the organization (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		İ	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	,		
	a disqualified person? Yes X No			
	(3) Furnish goods services, or facilities to (or accept them from) a disqualified person? Yes X No		i	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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)?			
	(6) Agree to pay money or property to a government official? (Exception Check "No"			
	If the organization agreed to make a grant to or to employ the official for a period	ĺ		
	after termination of government service, if terminating within 90 days) Yes X No	1		
ь	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 19 of the instructions)?	1 b	N	A
	Organizations relying on a current notice regarding disaster assistance check here			
c	Did the organization 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 2001?	1 c		_ <u>x</u>
2	Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private			İ
	operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
а	At the end of tax year 2001, did the organization have any undistributed income (lines 6d			
	and 6e, Part XIII) for tax year(s) beginning before 2001? Yes X No		1	
	If "Yes," list the years			
b	Are there any years listed in 2a for which the organization is not applying the provisions of section 4942(a)(2)	1	ļ	
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2)	-	1	
	to all years listed, answer "No" and attach statement - see page 19 of the instructions)	2 b	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			
	D		1	
3 a	Did the organization hold more than a 2% direct or indirect interest in any business			ļ
	enterprise at any time during the year?]
ь	If "Yes," did it have excess business holdings in 2001 as a result of (1) any purchase by the organization			
	or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved		İ	
	by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3)		ļ	
	the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine			
	if the organization had excess business hiddings in 2001)	3 b	<u> </u>	<u> A</u>
4 a	Did the organization invest during the year any amount in a manner that would jeopardize its chantable purposes?	. <u>4a</u>	1	×
b	Did the organization make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable			ł
	purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2001?	. 4b	+	×
5 a	During the year did the organization pay or incur any amount to	-		1
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry	-		1
	on, directly or indirectly, any voter registration drive?			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes X No	-		-
	(4) Provide a grant to an organization other than a charitable, etc., organization described			
	In section 509(a)(1), (2), or (3), or section 4940(d)(2)?			1
	(5) Provide for any purpose other than religious, chantable, scientific, literary, or	1		
	educational purposes, or for the prevention of cruelty to children or animals? Yes X No		1	
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in	<u>-</u> .		
	Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	5b	N	A
	Organizations relying on a current notice regarding disaster assistance check here			1
c	If the answer is "Yes" to question 5a(4), does the organization claim exemption from the			
	tax because it maintained expenditure responsibility for the grant?			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6 a	Did the organization, during the year, receive any funds, directly or indirectly, to pay			
	premiums on a personal benefit contract?			
þ	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6.0		 ×
	If you answered "Yes" to 6b, also file Form 8870	L		

Part VIII Information About Officers, Director and Contractors	s, Trustees, Fou	ndation Managers	, Highly Paid Empl	oyees,
1 List all officers, directors, trustees, foundation m	anagers and their		page 20 of the instru	ıctions)
(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 deterred compensation	(e) Expense account, other allowances
Jeffrey Epstein	Pres/Dir			
6100 Red Hook Quarter, St Thomas VI	One Hour	0	0	0
Darren K Indyke	V Pres/Dir			
457 Madison Avenue, New York, NY	One Hour	0		0
Ghislaine Maxwell	Treas/Dir			
c/o Delson Asso., 110 E 59th St NY,NY	One Hour	0		
Compensation of five highest-paid employees (ot if none, enter "NONE "	her than those Inc	luded on line 1 - se	e page 21 of the inst	ructions)
(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				
	<u> </u>			
]	
				
	_			
	ļ			
	4			
		l		
Total number of other employees paid over \$50,000		· · · · · · · · · · · · · · · · · · ·		<u> </u>
3 Five highest-paid independent contractors for pr	otessional service	s - (see page 21 of	the instructions) if r	ione, enter
"NONE."				 -
(a) Name and address of each person paid more t	han \$50,000	(b) (yr	oe of service	(c) Compensation
NONE	~ 			
40145		 		
	·			
				 -
				
-				
· · · · · · · · · · · · · · · · · · ·	~_ _	{	!	
otal number of others receiving over \$50,000 for profe	essional services .			. > 0
Part IX-A Summary of Direct Charitable Activiti		<u></u>		
List the foundation's four largest direct chantable activities during the	ax year Include relevant	statistical information such	as the number	Expenses
of organizations and other beneficianes served, conferences convened, i	research papers produce	d, etc		
1	- -			
				
		<u> </u>		
⁴				j
				
3		-		
,	. 			
<u></u>				
*]
				
				l

Part XIII Undistributed Income (see page 24 of the instructions)

1	Distributable amount for 2001 from Part XI,	(a) Corpus	(b) Years prior to 2000	(c) 2000	(d) 2001
•	line 7	- July 1	7 - 10 - 10 - 10 - 10 - 10 - 10 - 10 - 1		107,686
2	Undistributed income if any as of the end of 2000				1077000
_	Enter amount for 2000 only			o	
	Total for prior years		0		·
3	Excess distributions carryover, if any, to 2001				_
-	From 1996				
	From 1997				
	From 1998 54, 323			:	
d	From 1999 138, 485	·			
e	From 2000 172, 914				
f	Total of lines 3a through e	365,722			
4	Qualifying distributions for 2001 from Part				3
	XII, line 4 ▶ 902, 103			,	
а	Applied to 2000, but not more than line 2a			0	
ь	Applied to undistributed income of prior years				
	(Election required - see page 24 of the instructions)		0		
С	Treated as distributions out of corpus (Election	. 0			
_	required - see page 24 of the instructions) Applied to 2001 distributable amount		<u> </u>		107,686
	Remaining amount distributed out of corpus	794,417		 	107,000
5	Excess distributions carryover applied to 2001	134,411			0
	(If an amount appears in column (d), the				
6	same amount must be shown in column (a)) Enter the net total of each column as				
	indicated below:	1 160 100]	}
	Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,160,139		 	
þ	Prior years' undistributed income. Subtract		,		
c	line 4b from line 2b Enter the amount of prior years' undistributed		0		<u> </u>
•	income for which a notice of deficiency has				
	been issued, or on which the section 4942(a)	1	o		1
	tax has been previously assessed				· · · · · · · · · · · · · · · · · · ·
d	Subtract line 6c from line 6b Taxable amount - see page 25 of the instructions	l .		1	
θ	Undistributed income for 2000 Subtract line	 , <u>-</u>			
	4a from line 2a Taxable amount - see page 25 of the instructions			}	}
_	• • •				
f	Undistributed income for 2001 Subtract lines 4d and 5 from line 1. This amount must		1	1	
	be distributed in 2002			<u> </u>	0
7	Amounts treated as distributions out of				
	corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page				
	25 of the instructions)	0	<u> </u>		
8	Excess distributions carryover from 1996 not applied on line 5 or line 7 (see page 25				
	of the instructions)	0		<u> </u>	<u> </u>
9	Excess distributions carryover to 2002	}			
	Subtract lines 7 and 8 from line 6a	1,160,139	 	<u> </u>	
0	Analysis of line 9				
а	Excess from 1997	1			
Ь	Excess from 1998	ļ	<u>}</u>	ļ	
С	Excess from 1999 138,485	1			
d	Excess from 2000 . 172, 914	-			
	Excess from 2001 794, 417		<u> </u>	<u> </u>	5 000 PE (2004

Tax year Price 3 years	If the foundation has rece	-		•		
Tax year Price 3 years (e) 1999 (e) 1999 (e) 1999 (e) 1701al (e) 2001 (b) 2000 (e) 1999 (e) 1999 (e) 1701al (e) 2001 (e) 1999 (e) 1701al (e) 2001 (e) 1999 (e) 1701al (e) 2001 (e) 1999 (e) 1999 (e) 1701al (e) 2001 (e) 1999 (e) 1701al (e) 2001 (e) 1999 (e) 1701al (e) 2001 (e) 1999 (e) 1701al (e) 2001 (e) 1999 (e) 1701al (e) 2001 (e) 1999 (e) 1701al (e) 2001 (e) 1999 (e) 1701al (e) 2001 (e) 1999 (e) 1701al (e) 2001 (e) 20	•	=		• • • •		T
pagination of the Cores from Part 1 or the minimum invariance return from Part 1 or the minimum invariance return from Part 1 or the minimum invariance return from Part 2 or the minimum invariance return from Part 2 or the minimum invariance return from Part 2 or the part 2 or the	Check box to indicate wh		private operating fou		4942(j)(3) or	1 4942(j)(5)
Part to the minimum investment return from Part X (for each year failed X) (for each year failed				Prior 3 years		-
investment rotion from Part X for each year stretch S55 x for may 2 year Classifying distributions from Part 301 inset for each year stretch 301 inset for each year stretch 302 inset distributions from Part 303 inset for each year stretch 303 inset for each year stretch 304 inset for each year stretch 305 inset for form inset year 306 inset form inset year 307 year and year and year and year 307 year of amounts inset when year 308 year of amounts with inset year 308 year of amounts with inset year 309 year of amounts with inset year 309 year of amounts with inset year 309 year of amounts with inset year 309 year of amounts with inset year 309 year of amounts with inset year 309 year of amounts with inset year 309 year of amounts with year 309 year of amounts with year 309 year of amounts with year 309 year of amounts with year 309 year of amounts with year 309 year of amounts with year 309 year of amounts with year 309 year of amounts with year 309 year of amounts with year 309 year of amounts with year 309 year of amounts with year 309 year of amounts with year 309 year of amounts with year 309 year of amounts with year 309 year of amounts with year 309 year of amounts 309 year of amounts 309 year of amounts 309 year of amounts 301 year year year 301 year year year 302 year of amounts 303 year of amounts 304 year of amounts 305 year of amounts 306 year of amounts 307 year of amounts 308 year of amounts 308 year of amounts 309 year of amounts 30		(a) 2001	(ь) 2000	(c) 199 <u>9</u>	(d) 1998	(e) Total
85% of line 2a Cualifying statisticates from Pate Jime 1 to seek year briefly cased discrift or sixtness was desired cased discrift or sixtness and cased of the statistic of the sixtness and cased of cased discrift or sixtness and cased of cased discrift or sixtness and cased of cased discrift or sixtness and cased of cased discrift or sixtness and cased of cased discrift or sixtness and cased of cased discrift or sixtness and cased or (1) years of sixtness are under upon Assats' afferings seat under upon Assats' afferings seat under upon Assats' afferings seat under upon Assats' discrimed upon Information Regarding Countribution, Grant, Gift, Loan, Scholarshup, etc., Programs Chock here Any submission deadlines Any submission deadlines						
Country destrobuses two five for a control of the country of the c	X for each year listed					
XII lists if to each year lated Amounts incided as his 2 not used directly for extree conduct of a sample active of a street conduct of a sample active of a street conduct of a sample active of a street conduct of a sample active of a street conduct of a sample active of a street conduct of a street condu	85% of line 2a			 		<u> </u>
Amounts included a line 2 not be used to the conduct of a sample standard in the conductions made describe the conduct of a sample standard in the conductions made describe the standard standard in the conduction of the conducti	Qualifying distributions from Part					
sussidistratify activities and control of attempts services. Clustifying databooks made described scribed belowed to the services and control of attempts and control of attempts services and control of attempts and control of attempts and control of attempts and control of attempts and control of attempts and control of attempts and control of attempts and control of attempts and control of a	XII line 4 for each year listed				<u> </u>	<u></u>
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	 Any restrictions or limita 	tions on awards, such as	by geographical areas	s, chantable fields, kinds of i	nstitutions, or other	

Supplementary Information (continued) Part XV Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual Foundation Recipient show any relationship to Purpose of grant or status of Amount any foundation manager contribution Name and address (home or business) recipient or substantial contributor a Paid during the year Statement 4 ▶ 3a 845,000 **b** Approved for future payment None **▶** 3b 0 Total

Part XVI	-A Analysis of Income-Pro	ducing A	ctivities			
	amounts unless otherwise indicated	Unrel	section 512, 513, or 514	(e)		
•	n service revenue	(a) Business	(b) Amount	(c) Exclusion	(d) Amount	Related or exempt function income (See page 26 of the instructions)
		code	Amount	code	Amount	ine instructions)
. —				+		
						
c				 		
e						
				1		
g Fee:	s and contracts from government agencies			+		
	rship dues and assessments			 		
	on savings and temporary cash investments			14	39,223	
	ds and interest from securities			14	219,790	
	tal income or (loss) from real estate	} 		+	2137,30	
	ot-financed property					
	debt-financed property					
	al income or (loss) from personal property					_
	ivestment income					
	(loss) from sales of assets other than inventory			18	13,101,951	
	ome or (loss) from special events			-	12,101,301	
	profit or (loss) from sales of inventory				<u> </u>	
_	evenue a					
e					-	
2 Subtota	Il Add columns (b), (d), and (e)				13,360,964	
	add line 12, columns (b), (d), and (e)	• • •	• •			13,360,96
See works	heet in line 13 instructions on page 26	to verify calc	ulations)			
art XVI	-B Relationship of Activiti	es to the	Accomplishment	of Exemp	t Purposes	
Line No ▼	Explain below how each activity the accomplishment of the organic page 27 of the instructions.)					
	page 1. c. me management ,					.
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Pat	rt XVII	Information f Exempt Orga		ansfers To and 1	Fransact	ions ar	nd Relatio	nships With	Nonc	harit	able
1	Did the	e organization directly or	indirectly engage	in any of the following v	with any oth	er organi	zation describe	d in section		Yes	No
	501(c)	of the Code (other than	section 501(c)(3) organizations) or in sec	ction 527, re	lating to po	olitical organiza	tions?			
а	Transf	ers from the reporting of	rganization to a ne	onchantable exempt organ	nization of				ı		
	(1) Ca	ısh		· •			•		. 1a(1)		х
	(2) Ot	her assets ,		•					1a(2)	<u> </u>	×
b	Other	Transactions]		
	(1) Sa	ales of assets to a nonch	arıtable exempt or	ganization , ,					, <u>15(1)</u>		x
	(2) Pu	rchases of assets from	a noncharitable ex	empt organization					1b(2)	_	x_
	(3) Re	ental of facilities, equipme	ent, or other assets						1b(3)		x
	(4) Re	ambursement arrangeme	nts ,						1b(4)	ļ	x
		ans or loan guarantees	- •						1b(5)		х
	(6) Pe	erformance of services o	r membership or fi	undraising solicitations					. 1 <u>b(6)</u>	ļ	Х
		•	•	ner assets, or paid employe					_1c	L	X
d			-	lete the following schedule		-	-				
		-		en by the reporting organ		_					
	marke	t value in any transactio	n or sharing arran	gement, show in column (d) the value	of the go	ods, other ass	ets, or services			
	receive	ed									
(a) l	ine no	(b) Amount involved	(c) Name of no	oncharitable exempt organiza	ation	(d) Descri	ption of transfer	s, transactions, and st	anng am	angeme	ents
_											
							 				
		-									
				 							
								- 			
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			·		•						
				· · · · · · · · · · · · · · · · · · ·	1						
							·	·			
				·							
				 							
				·							
_								-			
2 a	Is the	organization directly or i	indirectly affiliated	d with, or related to, one	or more tax-	exempt on	nanizations				
		•	=	than section 501(c)(3)) or			ges 1222 doi 10			∕es [ː	X No
ь		s." complete the following			.,		• • • •	• •			
		(a) Name of organization	<u> </u>	(b) Type of organ	nization	1	(0	Description of relati	onship		
					_						
				ined this return including acc						and be	lief it is
	true, c	orrect, and complete. Decla	tration of preparer (other than taxpayer or fiducia	ary) is based o	A / /	ation of which pi	eparer has any knowle	edge		
l	L		/			9"/NV/0	$\overline{\nu}$	11-4-65 -			
ا ج	\$1	gnature of officer or trastee				Date /		Title			
Sign Here			/ m/m		Date	, — —	Check if self	Preparer	's SSN o	r PTIN	1
5	ald arer's Only	Preparer's	U////////.		0/1	02	employed	(See Sign of the ins	tructions	page a	.0
š	Pad	signature // 7	or week		17/6/			065-1		•	
	Pald Preparer's Use Only	Firm's name (or yours	GEORGE	V DELSON ASSO	CIATES			EN ▶ 13-28	4228	1	
		if self-employed), addre		T 59 STREET			·	- 			
		and ZIP code	NEW YOR	RK, NY 10022				Phone no (212)	909	-968	0

THE C.O.U.Q. FOUNDATION, INC. 13-3996471 FORM 990-PF - Y/E 2/28/02

Part I, Line 1 and Part VII-A, Line 10 Contributions Received

From Leslie H Wexner, as Grantor of The Wexner Children's Trust 6525 West Campus Oval, Suite 105 New Albany, OH 43054

600,000 shares of Too, Inc common stock having a market value of \$11,205,000 at date of gift recorded on the Foundation's books at the donor's basis

THE C.O.U.Q. FOUNDATION 13-3996471 FORM 990-PF - Y/E 2/28/02

STATEMENT 2

PART I, LINE 23 OTHER EXPENSES

Bank Charges	85
Consulting & Research	50,000
Filing Fees	419
Office Expense	30 <u>5</u>
Total	50,809

THE C.O.U.Q. FOUNDATION, INC. 13-3996471

FORM 990-PF - Y/E 2/28/02

PART IV, CAPITAL GAINS AND LOSSES

Gam	(Loss)	38,938	444,800	63,900	932,796	297,828	353,689	1,333,684	365,485	-66,446	2,433,046	3,321,136	3,583,095	13,101,951
	Cost	1	2	-	m	2	m	ю	7	111,329	5	\$	5	111,361
Sales	Price	38,939	444,802	63,901	932,799	297,830	353,692	1,333,687	365,487	44,883	2,433,051	3,321,141	3,583,100	13,213,312
Date	Sold	4/22/01	4/27/01	5/2/01	5/8/01	5/10/01	5/10/01	5/16/01	5/17/01	5/21/01	5/24/01	5/31/01	6/6/01	
Date	Acquired	4/23/01	4/23/01	4/23/01	4/23/01	4/23/01	4/23/01	4/23/01	4/23/01	66/8/9	4/23/01	4/23/01	4/23/01	
How	Acquired	D	Д	D	D	Ω	Ω	Ω	D	ሲ	Ω	Ω	D	
	Description	Too, Inc	Too, Inc	Too, Inc	Too, Inc	Too, Inc	Too, Inc	Too, Inc	Too, Inc	AT&T	Too, Inc	Too, Inc	Too, Inc	
Number	of Shares	2,000	23,000	3,200	50,000	15,700	18,800	70,000	17,300	2,100	100,000	143,600	136,200	

THE C.O.U.Q. FOUNDATION, INC.. 13-3996471 FORM 990-PF Y/E 2/28/02

PART I, LINE 25 AND PART LINE 3 CONTRIBUTIONS PAID

UNRESTRICTED

C/11/01	77	50.000
6/11/01	University of Maryland	50,000
6/15/01	Institute of Advanced Study	400,000
6/21/01	Nelson Mandela Children's Fund	50,000
7/27/01	UNM Foundation	100,000
8/24/01	Edge Foundation	25,000
10/2/01	Ackerman Institute for the Family	10,000
10/9/01	The Prize for Promise	50,000
10/9/01	New York University School of Medicine	10,000
12/20/01	Harvard University	125,000
2/28/01	The Prize for Promise	25,000
		845,000

SEFICE COPY

Form (December 2000) Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury

OMB No 1545-1709

Internal Revenu	e Service	► File a separate application for each return	
 If you ar 	e filing for a	n Automatic 3-Month Extension, complete only Part I and check this box	▶ X
 If you ar 	e filing for a	in Additional (not automatic) 3-Month Extension, complete only Part II (on page 2	• • —
=	_	Part II unless you have already been granted an automatic 3-month extension on a prev	
Form 8868	•		•
Part Au	tomatic 3	-Month Extension of Time - Only submit original (no copies needed)	
		prations requesting an automatic 6-month extension - check this box and complete Pa	art I only
	_	including Form 990-C filers) must use Form 7004 to request an extension of time to fi	• • • • • • • • • • • • • • • • • • • •
		REMICs and trusts must use Form 8736 to request an extension of time to file Form	
Туре ог			mployer Identification number
print			3-3996471
-		r, street, and room or suite no. If a P.O. box, see instructions	3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3
File by the due date for filing	C/0 G	EORGE V. DELSON ASSOCIATES, 110 EAST 59TH STREET	
your return Sec		wn or post office, state, and ZIP code For a foreign address, see instructions	
instructions		ORK, NY 10022	
Check type		to be filed (file a separate application for each return)	
Form		Form 990-T (corporation)	4720
	990-BL	Form 990-T(sec 401(a) or 408(a) trust) Form 5	
-	990-EZ	Form 990-T (trust other than above) Form 6	
 1	990-PF	Form 1041-A Form 8	
for the who names and 1 I reque to file	le group, che EINs of all est an autor the exempt calenda	members the extension will cover matic 3-month (6-month, for 990-T corporation) extension of time until OCTOBER organization return for the organization named above. The extension is for the organization named above.	
2 If this		for less than 12 months, check reason: Initial return Final return	
3a If this	application	n is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, les	ss any
nonre	fundable cr	edits See instructions	\$ 89
b If this	application	is for Form 990-PF or 990-T, enter any refundable credits and estimated tax pay	ments
made	Include an	y prior year overpayment allowed as a credit	\$ 0
		btract line 3b from line 3a Include your payment with this form, or, if required, d	
with	FTD coupo	on or, if required, by using EFTPS (Electronic Federal Tax Payment System)) See
instru	ctions .	<u>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</u>	\$ 89
		Signature and Verification	
		F declare that I have examined this form, including accompanying schedules and statements, and to tele, and that I am authorized to prepare this form	the best of my knowledge and belief
Signature >		Title ► CPA D	Date ► 7/12/02

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation Note: The organization may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

F	or ca	lendar	year 2003,	or tax	x year	beginning		March 1		, 200	3, a	and ending	Febr	uary	29, 2004
G	Che	ck all th	nat apply:	T	Initial	return		Final return		Amended return		Address	change		Name change
_			Name of org	anizat	tion			<u> </u>					A Employe	r ident	tification number
	laa 4k	ne IRS													
•	יט שפע lab		The C.O.	TT 0	. Fo	undatio		Tna					13-399	647	1
		wise.						f mail is not delivered	1 40	atrest address)	Ba	om/outo			
		int	Number and	stree	it (or P	O box num	iber i	r mail is not delivered	1 10	street address)	ΚO	om/suite	the instr		nber (see page 10 of)
	or ty														,
5		pecific	c/o Geoi	cge	V . D	elson A	SSC	ciates, 110	E	Cast 59th St.					
		ctions.	City or town	, state	e, and Z	IP code							ption applica , check here		▶∟
		- 1										1 ' '	ign organizat		►
		ļ	New York	c, N	ry 1	0022						2. Fore	gn organizal	ions med	eting the
Н	Che			_			1(c)						test, check h		
Ï	_		947(a)(1) no							vate foundation					
+			t value of all					ting method X	_		-	_ ,			was terminated heck here .
•			m Part II, col			10 / No.	<u> </u>	Other (specify)		3311 / 1001 dd1					
		∍ai (1101 ▶ \$	ii Fait II, COI	. (<i>u),</i> .	701 ·	162 (Part	100	olumn (d) must be d	 On	cash hasis)					nonth termination
							7, 00		7		1	under s			Disbursements
Li	artı	Analy	sis of Reve	nue a	and Ex	(b) (c) and	- {	(a) Revenue and	-	(b) Net investment		(c) Adjuste	d net		or charitable
		(d) ma	v not necessa	rily ec	gual the	amounts in		expenses per books		income	ŀ	incom	е		purposes
_		columi	n (a) (see pag	ө 10 с	of the in	structions))			4		\bot			(C	ash basis only)
	1	Contributi	ons, gifts, grants,	etc , rec	ceived (att	ach schedule)		10,000,000	2		\perp				
~ '		Check >	If the f			ot required to	L								
	2	Distribu	itions from sp			ısts	. 「		T						· —
7	3	Interest	on savings and	tempo	rary cast	n investments			T						
Ø	4		ds and intere		-			116,028	3	116,028	3				
V			ents						7	· · · · · · · · · · · · · · · · · · ·	\top				
2							- 1		+	 	十				
¥ej		•	tal income or (lo				·'├─		7		\pm				• • • • • • • • • • • • • • • • • • • •
eī,			or (loss) from ales price for all		assets n	ot on line 10	-		\dashv		+				
⊋ ≧		assets o	n line 6a						+	 	╬				
AINNELL JAIN Revenue	7		gain net inco				- 1		\dashv		+				
Ξ	8		ort-term capita						_		+				
	9		modifications	s·;		• • • • •	·		_		- -				
5	10 a		les less returns wances	L					_		4				
ก	ь	Less Co	st of goods sold	ı . L			\perp				┵				
	С	Gross p	profit or (loss)	(attac	h sched	dule)	. ∟								
	1		ncome (attacl												
	ı		dd lines 1 th				- 1	10,116,028	3	116,028	3				
_			sation of office								Т				
s	14	•	mployee sala			•	• [· -	\neg	-					
Se	15		n plans, empl						\dashv		1				
and Administrative Expenses								2,462	2		+				2,462
X	16a		ees (attach so						+		+				-, <u>-</u>
ķ	b		ting fees (att					30,000	, †		+			h	30,000
ati	C		professional fe					30,000	-		₹	CEIVE	- [)	H	30,000
str	17								\dashv		¥	-V-''	-	1	
<u>=</u>	18		ttach schedule)						_		+		100	-	· · ·
퉏	19	Deprec	iation (attach	sche	dule) a	nd depletion	<u> </u>	288	5		JA	N 9 4 21	11/1)		
Ă	20	Occupa	ancy				\cdot $igspace$		_		7				· · · · ·
ī	21	Travel,	conferences,	and n	neetings	3	. L		_		4				
	22	Printing	and publicat	tions			. ∟		\perp		<u> </u>	3DEr			
Operating	23	-	expenses (atta					895	5		士				895
era	24		perating and		•				Ī						
å			es 13 through				- 1	33,645	5	C)				33,357
_	25		utions, gifts,				- 1	1,008,203		· · · · · · · · · · · · · · · · · · ·	\top				1,008,203
	26		enses and disbut	-	•			1,041,848	\rightarrow	C	1				1,041,560
_	27		enses and disbur ct line 26 fror			nes 27 dilu 2	-	_, ,	7		+		•		
								9,074,180	ا ۵						
			f revenue over ex				- 1	2,0,4,10	7	116,028	, †				
			estment inco		-				\dashv	110,020	+				
	C	Adjuste	ed net income	e (It n	egative,	enter -U-).	• [

Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 · · · ·

5 Decreases not included in line 2 (itemize) ▶_____

20,317,539 Form **990-PF** (2003)

20,317,539

4

5

Part IV Capital Gains	and Losses for Tax on Inve	estment Income			
	d describe the kind(s) of property sold (erick warehouse, or common stock, 200 s		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a					
b					
<u>c</u>					
d					
<u>e</u>		() Oct to the tree		L	
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (lo (e) plus (f) minu	
<u>a</u>					
<u>b</u>			<u>.</u>		
<u>c</u>					
d					
Complete only for exects o	howing gain in column (h) and own	and by the foundation on 12/31/60			
Complete only for assets s			(1)	Gains (Col. (h) ga (k), but not less t	ain minus han -0-) or
(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	001.	Losses (from co	
<u>a</u>				· · · · · · · · · · · · · · · · · · ·	
b					
С					
<u>d</u>			ļ. <u>.</u>		
_ e			 		
2 Capital gain net income or	/ / / / / / / / / / / / / / / / / / / /	gain, also enter in Part I, line 7			
	(",	(loss), enter -0- in Part I, line 7	2	· · · · · · · · · · · · · · · · · · ·	
	n or (loss) as defined in sections 12		i		
<u> </u>	line 8, column (c) (see pages 13 a				
If (loss), enter -0- in Part I,	line 8	ead Tay on Not Investment Inc	3		
					
(For optional use by domestic	c private foundations subject to the	e section 4940(a) tax on het investi	nent inco	me)	
If section 4940(d)(2) applies,	leave this part blank				
	or the section 4942 tax on the distri s not qualify under section 4940(e)		base peri	od?	Yes X No
1 Enter the appropriate am	ount in each column for each year;	see page 17 of the instructions be	efore mak	ing any entries.	
(a) Base period years Calendar year	(b)	(c)		(d) Distribution ra	itio
(or tax year beginning in)	Adjusted qualifying distributions	Net value of noncharitable-use assets		(col (b) divided by	
2002	1,243,915	12,221,528			0.101944
2001	902,103	7,498,097			0.120310
2000	183,255	208,595			0.878521
1999	153,695	307,635			0.499602
1998	54,655	6,642			8.228697
					0.00007
			2		9.829074
•	for the 5-year base period - divide				
the number of years the f	oundation has been in existence if	less than 5 years	3		1.965814
				_	
4 Enter the net value of nor	ncharitable-use assets for 2003 from	m Part X, line 5	4	1	2,227,806
5 Multiply line 4 by line 3			5	2	4,037,592
6 Enter 1% of net investme	6 1,160				
6 Enter 1% of net investme	The moderno (170 of 1 are 1, mile 210)		 		_,
7 Add lines 5 and 6	7 24,038,752				
6 Enton muniformer distant to	ons from Part XII, line 4 · · · · ·				1,041,560
	ons from Part XII, line 4 and line 7, check the box in Part VI, line 1b, and				
17 line o is equal to or greater the		The second of th			990-PF (2003)

	990-PF (2003)	4		age 4		
	tVI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 17 of the in	ISTruc	tions)			
1 a	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.					
	Date of ruling letter (attach copy of ruling letter if necessary - see instructions)		•			
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check		2,	321		
	here and enter 1% of Part I, line 27b					
C	All other domestic organizations 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-)			321		
3 Add lines 1 and 2 3						
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 4						
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0		2,	321		
6	Credits/Payments					
а	2003 estimated tax payments and 2002 overpayment credited to 2003 6a					
b	Exempt foreign organizations - tax withheld at source					
С	Tax paid with application for extension of time to file (Form 8868) 6c 5,000					
d	Backup withholding erroneously withheld					
7	Total credits and payments Add lines 6a through 6d		5,	000		
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached 8					
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed					
0	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		2,	679		
1	Enter the amount of line 10 to be Credited to 2004 estimated tax ▶ 2,679 Refunded ▶ 11		•			
	t VII-A Statements Regarding Activities					
	During the tax year, did the organization attempt to influence any national, state, or local legislation or did		Yes	No		
ıa	It participate or intervene in any political campaign?	1a	100	X		
L	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page			 		
D		16		x		
	18 of the instructions for definition)?	1.0		 		
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials			İ		
	published or distributed by the organization in connection with the activities.	,		x		
	Did the organization file Form 1120-POL for this year?	1 c		 ^		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.					
	(1) On the organization ▶\$ (2) On organization managers ▶\$					
9	Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed					
	on organization managers > \$			١,,		
2	Has the organization engaged in any activities that have not previously been reported to the IRS?	2		X		
	If "Yes," attach a detailed description of the activities					
3	Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles			l		
	of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X		
4 a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	4 a		X		
b	If "Yes," has it filed a tax return on Form 990-T for this year?		N	A		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X		
	If "Yes," attach the statement required by General Instruction T					
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			1		
	By language in the governing instrument or			}		
	By state legislation that effectively amends the governing instrument so that no mandatory directions					
	that conflict with the state law remain in the governing instrument?	6	Х			
7	Did the organization have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X			
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the	'				
-	instructions) New York					
b	If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney			1		
	General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8 b	х			
9	Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3)					
-	or 4942(j)(5) for calendar year 2003 or the taxable year beginning in 2003 (see instructions for Part XIV on					
	page 25)? If "Yes," complete Part XIV	9	<u>L</u>	x		
0	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		Х	T		
11	Did the organization comply with the public inspection requirements for its annual returns and exemption application?		Х	T		
•	Web site address ▶					
2	The books are in care of ▶George V. Delson Associates Telephone no. ▶ (212) 909	-9680)			
_	Located at ▶ 110 east 59th Street, New York, NY ZIP+4 ▶ 10022					
13	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			▶\		
. •	Section 4947(a)(1) independent of the second distingt the second d	. •	-	_		

Form	990-PF (2003)		P	age 5
Pai	t 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
1 a	During the year did the organization (either directly or indirectly)			l
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No			ĺ
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)		,	ĺ
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reinhouse the expenses of, a disqualined person?			ĺ
	(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)?			ĺ
	To the bottom of account and account to the control of the control			ĺ
	(6) Agree to pay money or property to a government official? (Exception. Check "No"			
	If the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)			
h	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 19 of the instructions)?	16	N	A
	Organizations relying on a current notice regarding disaster assistance check here			
С	Did the organization 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 2003?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private			
	operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
а	At the end of tax year 2003, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2003?			
	and de, i are xim) for tax year(s) beginning before 2000 in the control of the control of tax year(s) beginning before 2000 in the control of tax year(s) beginning beginning beginning beginning to tax year(s) beginning beginning beginning beginning to tax year(s) beginning the control of tax year(s) beginning to tax year(s) beginning to tax year(s) beginning to tax year(s) beginning to tax year(s) beginning to tax year(s) beginning to tax year(s) beginning to tax year(s) beginning to tax year(s) beginning to tax year(s) beginning to tax year(s) beginning to tax year(s) beginning to tax year(s) beginning to tax year(s) beginning to tax			
	If "Yes," list the years ,			
þ	Are there any years listed in 2a for which the organization is not applying the provisions of section 4942(a)(2)			
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 19 of the instructions)	2 b		х
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
·	•			
3 a	Did the organization hold more than a 2% direct or indirect interest in any business			
	enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2003 as a result of (1) any purchase by the organization			1
	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		N	A
	If the organization had excess business hddings in 2003)	3 b	14	X
4 a	Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?	+a_		
b	Did the organization 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 2003?	4 b		x
5 2	During the year did the organization pay or incur any amount to.			
Ja	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes X No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry			
	on, directly or indirectly, any voter registration drive? Yes X No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes X No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described			
	ın section 509(a)(1), (2), or (3), or section 4940(d)(2)?			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in	5 b	N	A
	Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 20 of the instructions)? · · · · · · · · · · · · · · · · · · ·			_
_	If the answer is "Yes" to question 5a(4), does the organization claim exemption from the			
U	tax because it maintained expenditure responsibility for the grant?			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6 a	Did the organization, during the year, receive any funds, directly or indirectly, to pay			
	premiums on a personal benefit contract? Yes X No			
b		6 b		X
	If you answered "Yes" to 6b, also file Form 8870	<u> </u>		

Part VIII Information About Officers, Directors and Contractors	, Trustees, Foun	dation Managers,	Highly Paid Empl	oyees,
1 List all officers, directors, trustees, foundation m	anagers and their	compensation (see	page 20 of the instr	uctions):
(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
Jeffrey E. Epstein	Pres/Dir	0	0	0
6100 Red Hook Quarters, St. Thomas, VI				
Darren K. Indyke	V. Pres/Dir	_		
457 Madison Avenue, New York, NY	One hour	0	0	0
Ghislaine Maxwell	Treasurer			
c/o Delson Assoc,110 E. 59th St, NY	One Hour	0	0	0
Compensation of five highest-paid employees (ot if none, enter "NONE."	her than those inc	luded on line 1 - se	e page 20 of the inst	tructions).
(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 .		<u> </u>	<u></u>	▶ 0
Five highest-paid independent contractors for pro "NONE."	ofessional service	s - (see page 20 of	the instructions). If n	one, enter
(a) Name and address of each person paid more than	\$50,000	(b) Tyr	pe of service	(c) Compensation
None	1 400,000	(5) 196	70 01 351 VIGO	(c) Companiation
	. 			
Total number of others receiving over \$50,000 for profe	ssional services			, ▶ 0
Part IX-A Summary of Direct Charitable Activiti	es			
List the foundation's four largest direct charitable activities during the ta of organizations and other beneficiaries served, conferences convened, re	ax year Include relevant sesearch papers produced	statistical information such I, etc	as the number	Expenses
1				
2 				
3				
4				
				- 000 PE (000)

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation

qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 24 of the instructions)

1	Distributable amount for 2003 from Part XI,	(a) Corpus	(b) Years prior to 2002	(c) 2002	(d) 2003
•	line 7				609,069
2	Undistributed income, if any, as of the end of 2002				
	Enter amount for 2002 only			0	
	Total for pnor years		0		
3	Excess distributions carryover, if any, to 2003				
	From 1998				
а Ь	From 1999				
ر ب					
u -	From 2001				
e	From 2002	1,798,884			
	Total of lines 3a through e	1,730,004			
4	Qualifying distributions for 2003 from Part				
	Xii, line 4 > \$ 1,041,560			٥	
а	Applied to 2002, but not more than line 2a	- <u></u>			
b	Applied to undistributed income of prior years (Election required - see page 24 of the instructions)		0		
С	Treated as distributions out of corpus (Election required - see page 24 of the instructions)	0			
d	Applied to 2003 distributable amount				609,069
0	Remaining amount distributed out of corpus	432,491			
5	Excess distributions carryover applied to 2003 (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:				
а	Corpus. Add lines 3f, 4c, and 4e Subtract line 5	2,231,375			
	Prior years' undistributed income Subtract				
	line 4b from line 2b		0		
С	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		o		
	Subtract line 6c from line 6b. Taxable				
u	amount - see page 24 of the instructions		О		
е	Undistributed income for 2002 Subtract line				
	4a from line 2a Taxable amount - see page 24 of the instructions			0	
f	Undistributed income for 2003 Subtract				
	lines 4d and 5 from line 1. This amount must be distributed in 2004.				0
7	Amounts treated as distributions out of				
	corpus to satisfy requirements imposed by				
	section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions)	o			
8	Excess distributions carryover from 1998				
	not applied on line 5 or line 7 (see page 25	54,323			
_	of the instructions)				
9	Excess distributions carryover to 2004.	2,177,052			
^	Subtract lines 7 and 8 from line 6a				
0_	Analysis of line 9 Excess from 1999 138, 485				
	170 014	ł		}	
	704 417				
	C20.745				
	Excess nom 2002				
9	Excess from 2003 432,491				

	foundation, and the ruling	is effective for 2003, en	ter the date of the ruling	ivate operating	>	
b	Check box to indicate whe		•	ndation described in section	• ——	4942(J)(5)
а	F	Tax year		Prior 3 years	4,0;1	
a	adjusted net income from Part I or the minimum investment return from Part X for each year listed	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
b	85% of line 2a					-
;	Qualifying distributions from Part]				
d	XII, line 4 for each year listed . Amounts included in line 2c not used directly for active conduct of exempt activities					
е	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
а	"Assets" alternative test - enter]
	(1) Value of all assets					
b	4942(j)(3)(B)(i)					
С	"Support" alternative test - enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities					
	or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section					
	4942(j)(3)(B)(iii)					
	(4) Gross investment income .			1 15:11		<u> </u>
a		ry Information (Co time during the ye		nly if the organizations \	on had \$5,000 or m	ore in
	Information Regarding			t the matractions.		
1	List any managers of the f before the close of any tax	oundation who have con	tributed more than 2%			n
≥f	frey E. Epstein					
b	List any managers of the f				ally large portion of the	
	ownership of a partnership	or other entity) of which	h the foundation has a 1	0% or greater interest		
	Information Regarding	Contribution. Grant.	Gift, Loan, Scholarsh	ip, etc., Programs:		
				charitable organizations and de	oes not accept unsolicited re	quests for funds
	If the organization makes gifts	-				
а	The name, address, and to	elephone number of the	person to whom applicat	ions should be addressed		
b	The form in which applicat	ions should be submitte	d and information and r	naterials they should include	de	
	Any submission deadlines					

Part XV Supplementary Information	(continued)			
3 Grants and Contributions Paid Durin	ng the Year or Appro	ved for F	uture Payment	
Recipient	If recipient is an individual,	Foundation		
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	status of recipient	Purpose of grant or contribution	Amount
a Paid during the year	or substantial contributor	<u>'</u>		
Statement 2	li-			
Statement 2				
		<u> </u>		
	}			
	[1
	•			
		<u> </u>	▶ 3a	1,008,203
b Approved for future payment	Ì			
None				-
Total		<u></u>	<u> ▶</u> 3b	0

Part X	(VI-A Analysis of Income-Pro	ducing A	<u>\ctivities</u>			
Enter gr	oss amounts unless otherwise indicated	Unrel (a)	ated business income (b)	Excluded by	y section 512, 513, or 514 (d)	(e) Related or exempt function income
1 Prog	gram service revenue.	Business code	Amount	Exclusion code	Amount	(See page 26 of the instructions)
		<u></u>				
b .						
c .		<u> </u>				
ď						
e. f						
g F	Fees and contracts from government agencies					
-	nbership dues and assessments					
	est on savings and temporary cash investments					
	dends and interest from securities			14	116,028	
	rental income or (loss) from real estate					
	Debt-financed property					
	Not debt-financed property					
	ental income or (loss) from personal property					
	er investment income	r. —				
	or (loss) from sales of assets other than inventory					
	income or (loss) from special events					
	ss profit or (loss) from sales of inventory					<u> </u>
	er revenue a				-	
b						
d						
e						
12 Subt	total Add columns (b), (d), and (e)				116,028	
	I. Add line 12, columns (b), (d), and (e)				13	116,028
	rksheet in line 13 instructions on page 26					
	VI-B Relationship of Activiti			of Exemp	t Purposes	
Line No	the accomplishment of the org					
	page 26 of the instructions)		· · · · · · · · · · · · · · · · · · ·			
	N/A					
						
						
						
			·		· -	
						
						
						······································
					 	
						· · · · · · · · · · · · · · · · · · ·

Part X				ransfers To and Transa	ctions	s and Relationships With I	Nonc		able
1 Die	d the or			ge in any of the following with any	other or	ganization described in section		Yes	No
50	1(c) of	the Code (other thar	section 501(c)(3) organizations) or in section 527	', relating	to political organizations?			
a Tra	ansfers	from the reporting o	rganization to a	noncharitable exempt organization o	of:				
(1)	Cash						1a(1)		Х
(2)	Other	assets					1a(2)		X
b Ot	her tran	sactions							
(1)	Sales	of assets to a nonch	naritable exempt o	organization			1b(1)	<u> </u>	X
(2)) Purch	ases of assets from	a noncharitable e	exempt organization			1b(2)		Х
(3)	Renta	I of facilities, equipm	ent, or other asse	ets			1b(3)		Х
									X
(5)	Loans	or loan guarantees					1b(5)		X
(6)) Perfor	mance of services of	or membership or	fundraising solicitations			1b(6)	ļ	X
c Sh	aring of	facilities, equipmen	it, mailing lists, o	ther assets, or paid employees			1 c		X
		•		plete the following schedule Colum					
va	lue of th	ne goods, other asse	ts, or services g	iven by the reporting organization I	f the orga	anization received less than fair			
ma	arket va	lue in any transactio	n or sharing arra	ngement, show in column (d) the va	alue of th	ne goods, other assets, or services			
red	ceived				,				
(a) Line i	no (b) Amount involved	(c) Name of	noncharitable exempt organization	(d) D	escription of transfers, transactions, and sha	ring arra	ngeme	nts
					ļ				
								_	
					ļ. <u> </u>				
					ļ				
					ļ				
					<u> </u>				
2 a Is	the orga	anization directly or i	indirectly affiliate	ed with, or related to, one or more t	ax-exemp	pt organizations			_
	_			than section 501(c)(3)) or in section			Y	es	No
		omplete the following							_
		a) Name of organization		(b) Type of organization		(c) Description of relation	ship		
		 							
_									
									
									

	Under belief, i	penalties of perjury, I declare t is true, correct, and comple	that I have examined this return, including the Declaration of preparer (other than taxpay	g accompanying schedu yer or fiduciary) is based o	ules and statement all information	ents, and to of which pr	to the best of my knowledge a eparer has any knowledge
	1	Sarren K	. Nudhe	Lilula	5	/ice	- President
)	Signature of officer or trustee			Date		Title	
	id arer's Only	Preparer's signature	ill a Cen	Date //10/05	Check if self-employed		Preparer's SSN or PTIN (See Signature on page 28 of the instructions) 065-12-5087
	Paid repare Ise Onl	Firm's name (or yours if	George V. Delson Assoc	ciates		EIN 🕨	13-2842281
	급기	self-employed), address, 110 East 59th Street					
		and ZIP code	New York, NY 10022			Phone no	212-909-9680
	·			-		·	Form 990-PF (200

Schedule B

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

Schedule of Contributors

Supplementary Information for line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

2003

Employer identification number Name of organization 13-3996471 The C.O.U.Q. Foundation, Inc. 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 501(c)(3) exempt private foundation Form 990-PF 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 box(es) for both the General Rule and a Special Rule - see instructions.) General Rule -For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.) Special Rules floor For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II) For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals (Complete Parts I, II, and III) For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the Parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they must check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

to

of Part I

Schedule 8 (Form 990, 990-EZ, or 990-PF) (2003)
Name of organization The C.O.U.Q. Foundation, Inc.

Employer identification number 13-3996471

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	The Leslie H. Wexner Charitable Fund c/o George V. Delson Assoc,110 E. 59th St New York, NY 10022	10,000,000	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person Payroll Noncash (Complete Part II if there is a noncash contribution.)

.

Name of organization

The C.O.U.Q. Foundation, Inc.

Employer identification number

13-3996471

Part II Nor	ncash Property (See Specific Instructions.)		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		_ _ _	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_			

ane	to	of Part III

Name of organization

The C.O.U.Q. Foundation, Inc.

Employer identification number 13-3996471

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry.)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once - see instructions.) **>** \$

(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 +		Relationship of transferor to transferee
(a) No.	(6)	(5)	(4)
from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	Transferee's name, address, and ZIP	(e) Transfer of glft	Relationship of transferor to transferee
(a) No.	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
from Part I	Purpose or gift	use of gift	
		(e) Transfer of gift	
	Transferee's name, address, and ZI		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 Zif		Relationship of transferor to transferee

THE C.O.U.Q. FOUNDATION, INC. 13-3996471 FORM 990-PF - Y/E 2/29/04

Part I, Line 23

Other Expenses

Fees	\$30
Bank charges	865
Total	\$895

THE C.O.U.Q. FOUNDATION INC. 13-3996471 FORM 990-PF Y/E 2/29/04

PART I, LINE 25 AND PART LINE 3 CONTRIBUTIONS PAID

<u>Date</u>	Name	Amount	<u>Purpose</u>
3/4/03	Ballet Florida	15,000	Unrestricted
3/27/03	South University	10,000	Scholarship
4/7/03	Interlochen Center for the Arts	17,000	Unrestricted
4/7/03	Council on Foreign Relations	25,000	Unrestricted
4/10/03	The New York Botanical Garden	5,000	Unrestricted
5/6/03	Aveda Institute	6,000	Unrestricted
5/29/03	Columbus Jewish Foundation	100,000	Unrestricted
6/24/03	Don Quijote	4,079	Scholarship
7/23/03	Ovarian Cancer Research Fund	25,000	Unrestricted
8/12/03	Rutgers University	1,798	Unrestricted
8/21/03	Julliard School of Music	10,000	Unrestricted
8/22/03	Santa Fe Institute	110,000	Unrestricted
9/2/03	DARE	10,000	Unrestricted
9/2/03	Ballet Florida	10,000	Unrestricted
9/2/03	Harvard University	5,700	Unrestricted
9/2/03	Harvard University	7,495	Unrestricted
9/15/03	The Ricardo O'Gorman Garden & Center	10,000	Unrestricted
9/17/03	Physics Dept, Case Western Reserve U	15,000	Unrestricted
9/25/03	Harvard University	100,000	Unrestricted
10/7/03	South University	10,000	Unrestricted
10/9/03	Stockholm School of University	25,000	Unrestricted
10/16/03	Town of Palm Beach	36,000	Unrestricted
10/20/03	Council on Foreign Relations	25,000	Unrestricted
10/22/03	Harvard University	30,000	Unrestricted
12/1/03	American Ballet Theatre	50,000	Unrestricted
12/8/03	California School of Culinary Arts	20,000	Scholarship
12/15/03	Harvard University	120,000	Unrestricted
12/15/03	Snyder Fund for Young Musicians	7,000	Unrestricted
1/6/04	Hunter College	2,500	Unrestricted
1/6/04	New York University	11,000	Scholarship
1/6/04	Ballet Florida	15,000	Unrestricted
1/7/04	The International Institute for Strategic	18,200	Unrestricted
1/8/04	Columbia University	11,431	Scholarship
1/9/04	New School University	15,000	Scholarship
1/21/04	Trilateral Commission	50,000	Unrestricted
1/21/04	City College	50,000	Unrestricted
1/23/04	Center for Health and Healing	25,000	Unrestricted

1,008,203

Form 8868 (12-	-2000) `	Page 2
• If you are	e filing for an Additional (not automatic) 3-Month Extension, complete only	Part II and check this box
Note: Only	complete Part II if you have already been granted an automatic 3-month exter	nsion on a previously filed Form 8868.
_	e filing for an Automatic 3-Month Extension, complete only Part I (on page	
	Additional (not automatic) 3-Month Extension of Time - Must	
	Name of Exempt Organization	Employer identification number
Type or	THE C.O.U.Q. FOUNDATION, INC.	13-3996471
print	Number, street, and room or suite no. If a P.O. box, see instructions	For IRS use only
File by the extended		FOI INS use only
due date for	C/O GEORGE V. DELSON ASSOCIATES, 110 EAST 59TH ST	<u> </u>
filing the return See	City, town or post office, state, and ZIP code For a foreign address, see instructions	
instructions	NEW YORK, NY 10022	
Check ty	pe of return to be filed (File a separate application for each return)	
Form		Form 1041-A Form 5227 Form 8870
_	990-BL X Form 990-PF Form 990-T (trust other than above)	Form 4720 Form 6069
STOP: D	o not complete Part II if you were not already granted an automatic 3-mo	onth extension on a previously filed Form 8868.
a 16 th a acc	and the second have an effect of his index on the United Chates	ah a ali Ahia hass
_	ganization does not have an office or place of business in the United States,	
	for a Group Return, enter the organization's four digit Group Exemption Num	·
	ole group, check this box ▶ ☐ If it is for part of the group, check this be	ox and attach a list with the
-	d EINs of all members the extension is for.	
4 I requ	uest an additional 3-month extension of time until January 15, 2005	<u></u> •
5 For c	calendar year, or other tax year beginning March 1, 2003	and ending February 29, 2004
6 If this	s tax year is for less than 12 months, check reason. Initial return	Final return Change in accounting period
	e in detail why you need the extension Certain information neces	
	return is not yet available.	
0 - 15 Abor		
	s application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the	
nonre	efundable credits See instructions	\$ 5,000
b If this	s application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundat	ole credits and estimated
tax p	payments made. Include any prior year overpayment allowed as a cred	it and any amount paid
	iously with Form 8868	
previ	lodsiy with 1 only 6000	5,000
•	nce Due. Subtract line 8b from line 8a. Include your payment with this form	
c Balar	nce Due. Subtract line 8b from line 8a. Include your payment with this form	m, or, if required, deposit
c Balaı with	nce Due. Subtract line 8b from line 8a. Include your payment with this form FTD coupon or, if required, by using EFTPS (Electronic Federal Tax	n, or, if required, deposit Payment System). See
c Balaı wıth	nce Due. Subtract line 8b from line 8a. Include your payment with this form FTD coupon or, if required, by using EFTPS (Electronic Federal Tax uctions	n, or, if required, deposit Payment System). See
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Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No. 1545-0052

2007

Department of the Treasury Internal Revenue Service

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

For cale	endar year 2007, or tax year beginning	3/01 ,2007	, and ending 2/2		
G Che	ck all that apply: Initial return Fina	al return Amended			ne change
Use ti	The C.O.U.Q. Foundation,	Inc	Α.	Employer Identification nur	nber
IRS lab	el 1250 South Australian Avon	ne #1404	<u></u>	<u> 13-3996471</u>	
Otherw prini	¹⁹⁵ / [17] - + D-1- D PT 22401		В	Telephone number (see the	Instructions)
or typ					
See Spe			C	If exemption application is	pending, check here
Instructi	ons.		ם	1 Foreign organizations, che	k here ト
H C	neck type of organization: X Section 501	(c)(3) exempt private to	oundation	2 Foreign organizations mee	ting the 85% test, check 💢
Γ	Section 4947(a)(1) nonexempt charitable tr		private foundation	here and attach computation	
1 Fa		ounting method: X C		If private foundation status	s was terminated
(fi	01 () (-) (! 10)	Other (specify)	F	under section 507(b)(1)(A) If the foundation is in a 60	
► \$	\	column (d) must be on		under section 507(b)(1)(B)	
237	Analysis of Revenue and			T	
Vannia dan		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable
	Expenses (The total of amounts in columns (b), (c), and (d) may not neces-	CAPONICOS POR EGUNO	11.1001770		purposes
	sarily equal the amounts in column (a) (see the instructions).)			ł	(cash basis only)
	1 Contributions, gifts, grants, etc, received (att sch)	100,000.			
	2 Ck If the foundn is not req to att Sch B	2007000.			
	3 Interest on savings and temporary				
	cash investments	200,920.	200,920.	<u> </u>	
	4 Dividends and interest from securities			<u> </u>	
	5a Gross rents	~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~			
	b Net rental income or (loss)				
ь	6a Net gain/(loss) from sale of assets not on line 10	315,439.			
R E V	D Gross sales price for all assets on line 6a				
<u>v</u>	7 Capital gain net income (from Part IV, line 2)		315,439.		
E N	8 Net short-term capital gain				
U	9 Income modifications				
E	10 a Gross sales less returns and				
	allowances				
	b Less: Cost of				
	goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	45,379.	45,379.		
	12 Total. Add lines 1 through 11	661,738,	561.738.	 	
	13 Compensation of officers, directors, trustees, etc.	061,738. 0.	301,730.	·	
	14 Other employee salaries and wages			 	
	15 Pension plans, employee benefits			 	
А	16 a Legal fees (attach schedule)				
D	b Accounting fees (attach sch)		· ·· ·· ··		
<u>"</u>	c Other prof fees (attach sch) SeeSt . 2	180,000.	120,000.	 	60,000.
Q 1	17 Interest	1,420.		 	
O I F	18 Taxes (attach schedule)SeeStmt.3	252.		1	252.
	19 Depreciation (attach				
A A	sch) and depletion				
N V	20 Occupancy			<u> </u>	<u> </u>
	21 Travel, conferences, and meetings				
AN E	22 Printing and publications			 	
DPEN	28 Citie expenses (ditach schedule) See Statement 4	28,971.	28,727.		244.
15		20,311.	20,121.	 	
الحًا	24 Total operating and atmitistrative expenses Additions 13 though 23	210,643.	148,727.	}	60,496.
14	25 Contributions, gifts, grants and Rart. XV.	18,615,370.			18,615,370.
19	26 Total expenses and disbursements.				
	Add tines 34 and 25	18,826,013.	148,72 <u>7</u> .	0.	18,675,866.
1	27 (Submad Hirle 26 from time 12:				
£-	a Excess of revenue over expenses and disbursements	-18,164,275.			
	b Net investment income (if negative, enter -0-)	10,101,2.0.	413,011.		
	C Adjusted net income (if negative, enter -0-)			0.	
BAA E	or Privacy Act and Paperwork Reduction Act	Notice see the instruc	tions TFF	A0504L 02/20/08	Form 990-PF (2007)

13-3996471

Page 2

1:	(a) List and describe 2-story brick warehous	e the kind(s) of property sold (e.g., rese; or common stock, 200 shares ML	al estate,	(b) How acquired P — Purchase D — Donation	(C) Date acquired (month, day, year)	(d) Date sold (month, day, year)
	a				 	
						
	c				†	
	d				 	
	9				 	
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other bas plus expense of sal		(h) Gain or (e) plus (f) m	
	a					
i	b					
	c					
	d					
	e					
	Complete only for assets showing	ng gain in column (h) and owned by t	he foundation on 12/31/69		(I) Gains (Colu	mn (h)
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column over column (j), if ar	(i) ly	gain minus column (k than -0-) or Losses (fr	i), but not less
	a					
	b					
	d .					
	e					
2	Capital gain net income or (net	capital loss). If gain, also If (loss), ent	enter in Part I, line 7 er -0- in Part I, line 7	2		315,439.
3	Net short-term capital gain or (le	oss) as defined in sections 1222(5) as	nd (6):			
	If your oles enter in Part I lung	8, column (c) (see the instructions).	f (loss) enter 0	j	}	
		a, column (c) (see the instructions).		з		
	Qualification Under	Section 4940(e) for Reduce	Tax on Net Investme	nt income		
(For	optional use by domestic private	foundations subject to the section 49	40(a) tax on net investment	income.)		
Was	ction 4940(d)(2) applies, leave th the foundation liable for the secti es,' the foundation does not quality	•	ent of any mar in the bace of			
_1		fy under section 4940(e). Do not com	plete this part.		Tes	X No
			plete this part.			X No
	Enter the appropriate amount in (a) Base period years Calendar year (or tax year beginning in)	fy under section 4940(e). Do not com	plete this part.	ny entries.	Cistribution Distribution Distribution Distribution	ı ratio
	(a) Base period years Calendar year (or tax year beginning in)	fy under section 4940(e). Do not com n each column for each year; see the (b) Adjusted qualifying distributions	plete this part. Instructions before making a (c) Net value of noncharitable-use ass	ny entries. ets (c	(d) Distribution	ı ratio
	(a) Base period years Calendar year (or tax year beginning in) 2006	fy under section 4940(e). Do not come each column for each year; see the (b) Adjusted qualifying distributions 1,186,000.	plete this part. Instructions before making a (c) Net value of noncharitable-use ass 22,142	ets (co	(d) Distribution	ratio by column (c)) 0.053561
	(a) Base period years Calendar year (or tax year beginning in) 2006 2005	fy under section 4940(e). Do not come each column for each year; see the (b) Adjusted qualifying distributions 1,186,000. 1,255,795.	plete this part. Instructions before making a (c) Net value of noncharitable-use ass 22,142 22,636	ets (co. 2,808.	(d) Distribution	n ratio by column (c)) 0.053561 0.055491
	(a) Base period years Calendar year (or tax year beginning in) 2006 2005 2004	fy under section 4940(e). Do not come each column for each year; see the (b) Adjusted qualifying distributions 1, 186, 000. 1, 255, 795. 936, 665.	plete this part. Instructions before making a (c) Net value of noncharitable-use ass 22,142 22,630 20,15	ets (co. 2,808. 0,448. 0,106.	(d) Distribution	0.053561 0.055491 0.046464
	(a) Base period years Calendar year (or tax year beginning in) 2006 2005 2004 2003	fy under section 4940(e). Do not come each column for each year; see the (b) Adjusted qualifying distributions 1,186,000. 1,255,795. 936,665. 1,041,560.	plete this part. Instructions before making a (c) Net value of noncharitable-use ass 22,142 22,630 20,150 12,22	ets (co. 2,808.),448.),106. 7,806.	(d) Distribution	0.053561 0.055491 0.046464 0.085180
	(a) Base period years Calendar year (or tax year beginning in) 2006 2005 2004 2003 2002	fy under section 4940(e). Do not come each column for each year; see the (b) Adjusted qualifying distributions 1, 186, 000. 1, 255, 795. 936, 665.	plete this part. Instructions before making a (c) Net value of noncharitable-use ass 22, 14; 22, 630 20, 15; 12, 22;	ets (co. 2,808. 0,448. 0,106. 7,806. L,528.	Distribution (b) divided	0.053561 0.055491 0.046464 0.085180 0.101781
2 3	(a) Base period years Calendar year (or tax year beginning in) 2006 2005 2004 2003 2002 Total of line 1, column (d) Average distribution ratio for the	fy under section 4940(e). Do not come each column for each year; see the (b) Adjusted qualifying distributions 1,186,000. 1,255,795. 936,665. 1,041,560. 1,243,915.	plete this part. Instructions before making a (c) Net value of noncharitable-use ass 22,142 22,630 20,155 12,22 12,22	ets (co. 2, 808. 0, 448. 9, 106. 7, 806. 1, 528. 2	Distribution (b) divided	0.053561 0.055491 0.046464 0.085180 0.101781
	(a) Base period years Calendar year (or tax year beginning in) 2006 2005 2004 2003 2002 Total of line 1, column (d) Average distribution ratio for the number of years the foundation	fy under section 4940(e). Do not come each column for each year; see the (b) Adjusted qualifying distributions 1, 186, 000. 1, 255, 795. 936, 665. 1, 041, 560. 1, 243, 915.	plete this part. Instructions before making a (c) Net value of noncharitable-use ass 22,142 22,630 20,155 12,22 12,22	ets (co. 2, 808. 0, 448. 9, 106. 7, 806. 1, 528. 2	Distribution (b) divided	0.053561 0.055491 0.046464 0.085180 0.101781 0.342477
3	(a) Base period years Calendar year (or tax year beginning in) 2006 2005 2004 2003 2002 Total of line 1, column (d) Average distribution ratio for the number of years the foundation Enter the net value of noncharit	fy under section 4940(e). Do not come each column for each year; see the (b) Adjusted qualifying distributions 1, 186, 000. 1, 255, 795. 936, 665. 1, 041, 560. 1, 243, 915.	plete this part. Instructions before making a (c) Net value of noncharitable-use ass 22,142 22,630 20,155 12,22 12,22	ets (co. 2, 808. 0, 448. 9, 106. 7, 806. 1, 528. 2	Distribution (b) divided	0.053561 0.055491 0.046464 0.085180 0.101781 0.342477
3	(a) Base period years Calendar year (or tax year beginning in) 2006 2005 2004 2003 2002 Total of line 1, column (d) Average distribution ratio for the number of years the foundation Enter the net value of noncharit Multiply line 4 by line 3	fy under section 4940(e). Do not come each column for each year; see the (b) Adjusted qualifying distributions 1, 186, 000. 1, 255, 795. 936, 665. 1, 041, 560. 1, 243, 915. S-year base period — divide the total has been in existence if less than 5 years.	plete this part. Instructions before making a (c) Net value of noncharitable-use ass 22,142 22,630 20,150 12,222 12,222	ets (c. 2,808. 0,448. 0,106. 1,528. 2	Distribution (b) divided	0.053561 0.055491 0.046464 0.085180 0.101781 0.342477 0.068495 3,057,835.
3 4 5	(a) Base period years Calendar year (or tax year beginning in) 2006 2005 2004 2003 2002 Total of line 1, column (d) Average distribution ratio for the number of years the foundation Enter the net value of noncharit Multiply line 4 by line 3	fy under section 4940(e). Do not come a each column for each year; see the (b) Adjusted qualifying distributions 1,186,000. 1,255,795. 936,665. 1,041,560. 1,243,915. S-year base period — divide the total has been in existence if less than 5 year labele-use assets for 2007 from Part X	plete this part. Instructions before making a (c) Net value of noncharitable-use ass 22, 14; 22, 63(20, 15; 12, 22; 12, 22; 10 on line 2 by 5, or by the rears.	ets (c. 2,808. 0,448. 0,106. 7,806. 1,528. 2	Distribution (b) divided	0.053561 0.053561 0.055491 0.046464 0.085180 0.101781 0.342477 0.068495
3 4 5	Base period years Calendar year (or tax year beginning in) 2006 2005 2004 2003 2002 Total of line 1, column (d) Average distribution ratio for the number of years the foundation Enter the net value of noncharit Multiply line 4 by line 3 Enter 1% of net investment inco	fy under section 4940(e). Do not come a each column for each year; see the (b) Adjusted qualifying distributions 1,186,000. 1,255,795. 936,665. 1,041,560. 1,243,915. a 5-year base period – divide the total has been in existence if less than 5 years. able-use assets for 2007 from Part X	plete this part. Instructions before making a (c) Net value of noncharitable-use ass 22,14; 22,63(20,15; 12,22; 12,22; 10 on line 2 by 5, or by the rears.	ets (co. 2,808. 0,448. 0,106. 1,528. 2 3 4 5 6 7	Distribution (b) divided	0.053561 0.055491 0.046464 0.085180 0.101781 0.342477 0.068495 3,057,835. 894,396.

Form	990-PF (2007) The C.O.U.Q. Foundation, Inc	13-3996	471	Page	4
	Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948	- see the ins	tructions)		_
	Exempt operating foundations described in section 4940(d)(2), check here	_ <u>1</u>		4,130	
	check here. X and enter 1% of Part I, line 27b				
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0 4,130	
	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0			0	_
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0			4,130	
6	Credits/Payments:				
а	1 1	872.			a
	Exempt foreign organizations – tax withheld at source				#
С	Tax paid with application for extension of time to file (Form 8868)	000.			
d	Backup withholding erroneously withheld				繅
7	Total credits and payments. Add lines 6a through 6d	7		23,872	•
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	▶ 9		0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	▶ 10		19,742	
_11	Enter the amount of line 10 to be: Credited to 2008 estimated tax 5, 000. Refunded	> 11		14,742	·
	XIII Statements Regarding Activities		10000000		_
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did participate or intervene in any political campaign?	ıt	<u>1a</u>	Yes No	_
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		1ь	Х	
	If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materia or distributed by the foundation in connection with the activities.				
d	Did the foundation file Form 1120-POL for this year?		0. <u>1c</u>	X	
_	foundation managers >\$ 0.			X	223
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.	••••••	2	Λ	
	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, a of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the change			Х	
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			X	
	If 'Yes,' has it filed a tax return on Form 990-T for this year?		4b	N/A	_
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		5	Х	
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 the with the state law remain in the governing instrument?			Х	
	Did the foundation have at least \$5,000 in assets at any time during the year? If Yes, complete Part II, column (c), and Part XV			Х	200
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions)	. •	-		
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation		000000	Х	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(for calendar year 2007 or the taxable year beginning in 2007 (see instructions for Part XIV)? If 'Yes,' contains the second of the se	3) or 4942(j)(t nplete Part X	îv 9	Х	##
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing to and addresses	heir names	10	x	_

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	990-PF (2007) The C.O.U.Q. Foundation, Inc	<u>13-39</u>	96471		Page 5
	Statements Regarding Activities Continued				
11 a	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 a	X
	olf 'Yes', did the foundation have a binding written contract in effect on August 17, 2006, covering the inter royalties, an annuities described in the attachment for line 11a?			11b	N/A
	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?			12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption approximation oplication?	<u>L</u>	13	X	
	Website address				
14	The books are in care of Darren K. Indyke, PLLC Located at 457 Madison Avenue, 4th Floor New York NY ZIP + 4 >	no. ► _1 <u>0022</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here			N/A.	. ▶∐
	and enter the amount of tax-exempt interest received or accrued during the year	🖊 15	<u> </u>		N/A
7	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.			Ľ	Yes No
1 a	During the year did the foundation (either directly or Indirectly):		7		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	_Yes [X	∐No ∦		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes X	No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	Yes X	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.)		- 82		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fall to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? <u>.</u> .	<u></u>	1Ь	N/A
	Organizations relying on a current notice regarding disaster assistance check here	▶∟	J		
С	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2007?	. .		1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
а		Yes X	No		
	If 'Yes,' list the years ► 20, 20, 20				
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)((relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(; all years listed, answer 'No' and attach statement — see the instructions.)	2) to		2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here	∍.			
	► 20, 20, 20				
За	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	Yes X	No		
b	If 'Yes,' did it have excess business holdings in 2007 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2007.)	• • • • • • • • • • • • • • • • • • • •		3b	N/A
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		}	4a	Х
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2007?.	<u></u>		4b	Х
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Form 990-PF (2007) The C.O.U.Q. Found		- 4720 May Da Da	13-39	
Part VII B Statements Regarding Activit		n 4/20 May Be Rec	uirea (continuea)	Various Various Statements
5a During the year did the foundation pay or incur (1) Carry on propaganda, or otherwise attemp		(section 4945(e))?	Yes 🗓	No
	-			
 (2) Influence the outcome of any specific publion, directly or indirectly, any voter registra (3) Provide a grant to an individual for travel, 	tion drive?	urnoses?	Yes X	No No
(4) Provide a grant to an organization other th in section 509(a)(1), (2), or (3), or section	an a charitable, etc. or	ganization described		No
(5) Provide for any purpose other than religiou	us charitable scientific	literary or		
educational purposes, or for the prevention	-			No
b If any answer is 'Yes' to 5a(1)-(5), did any of the described in Regulations section 53.4945 or in (see instructions)?				5ь N/A
Organizations relying on a current notice regar	ding disaster assistance	e check here	▶	
c If the answer is 'Yes' to question 5a(4), does to tax because it maintained expenditure respons	•		N/.A .	No
If 'Yes,' attach the statement required by Regu				
6a Did the foundation, during the year, receive an on a personal benefit contract?			Yes X	
b Did the foundation, during the year, pay premil If you answered 'Yes' to 6b, also file Form 887	•	ly, on a personal benefit	t contract?	66 Х
7a At any time during the tax year, was the found		nited tay shelter transac	tion? Vec X	No
b If yes, did the foundation receive any proceeds				
Part VIII Information About Officers, D	irectors Trustees	Foundation Mana	gers Highly Paid	
and Contractors				
1 List all officers, directors, trustees, foundation	managers and their co	mpensation (see instru	ctions).	
(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
Jeffrey E. Epstein	Pres./Direct	. 0.	0.	0.
6100 Red Hook Quarters St. Thomas, USV,	0			
Darren k. Indyke	VP/Director	0.	0.	0.
457 Madison Avenue, 4th Floor New York, NY 10022	0			
Richard Kahn	Treasurer/Di	0.	0.	0.
130 East 75th St	0	,		
New York, NY 10021			····	
2 Compensation of five highest-paid employees	Cother than those inclu	ided on line 1— see inst	ructions). If none, ente	r'NONE.'
(a) Name and address of each employee	(b) Title and average	(c) Compensation	(d) Contributions to	(e) Expense account,
paid more than \$50,000	hours per week devoted to position	(c) compensation	employee benefit plans and deferred compensation	other allowances
None				
Total number of other employees paid over \$50,000	TEE ADROST (0 Form 990-PF (2007)

Part VIII Information About Officers, Directors, Trustees, Foun and Contractors (continued)	idation Managers, Highly Paid I	Employees,
3 Five highest-paid independent contractors for professional services – (see in enter 'NONE.'	nstructions). If none,	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Marvin Minsky	``````````````````````````````````````	
	1	
	Consulting	50,000.
	1	
	}	
	İ	
Total number of others receiving over \$50,000 for professional services	<u>></u>	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 organizations and other beneficiaries served, conferences convened, research papers produced, etc.	l information such as the number of	Expenses
1 N/A		
1 4711		
2		
, , , , , , , , , , , , , , , , , , , ,		
3		
4		
		
Part X-B Summary of Program-Related Investments (see instru	ictions)	
Describe the two largest program-related investments made by the foundation during	ng the tax year on lines 1 and 2.	Amount
1 N/A		
		· · · · · · · · · · · · · · · · · · ·
2		
All other program-related investments. See Instructions.		·
3		
Total. Add lines 1 through 3		0.
BAA		Form 990-PF (2007)

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.

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Form 990-PF (2007)

18,671,736.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				648,762.
2 Undistributed income, if any, as of the end of 2006:				0.107, 02.
a Enter amount for 2006 only			0.	
b Total for prior years: 20, 20, 20		0.		
3 Excess distributions carryover, if any, to 2007:				
a From 2002				
b From 2003				
c From 2004				
d From 2005				
e From 2006				
f Total of lines 3a through e	2,447,439.			
4 Qualifying distributions for 2007 from Part				
XII, line 4: ► \$ 18,675,866.				
a Applied to 2006, 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 2007 distributable amount				648,762.
e Remaining amount distributed out of corpus .	18,027,104.			
5 Excess distributions carryover applied to 2007	0.			0.
(If an amount appears in column (d), the				
same amount must be shown in column (a).)				
6 Enter the net total of each column as				
indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	20,474,543.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0.		
c Enter the amount of prior years' undistribut-				
ed 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 2006. Subtract line 4a from			0.	
line 2a. Taxable amount — see instructions			U.	
f Undistributed income for 2007, Subtract lines 4d and 5 from line 1. This amount must be				
distributed in 2008				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed				
by section 170(b)(1)(F) or 4942(g)(3)				
(see instructions)	0.			
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see instructions).	638,745.			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	19,835,798.			
10 Analysis of line 9:				
a Excess from 2003 432, 491.				
b Excess from 2004,				
c Excess from 2005 139, 200.				
d Excess from 2006 1, 237, 003.				
e Excess from 2007 18,027,104.				

Form 990-PF (2007) The C.O.U.Q. Four				13-3996471			
Private Operating Foundations (see instructions and Part VII-A, question 9) N/A							
1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2007, enter the date of the ruling							
b Check box to indicate whether the foundati	on is a private opei	rating foundation de	scribed in section	4942(j)(3) or	4942(j)(5)		
2a Enter the lesser of the adjusted net	Tax year	<u></u>	Prior 3 years				
income from Part I or the minimum investment return from Part X for each year listed	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total		
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							
 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			ļ	 			
(2) Value of assets qualifying under section 4942(j)(3)(B)(l)		<u> </u>	<u></u>				
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:				İ			
(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)(8)(iii)							
(3) Largest amount of support from an exempt organization			-				
(4) Gross investment income							
Supplementary Information assets at any time during the	(Complete this le year — see ir	part only if the structions.)	organization h	ad \$5,000 or mo	re in		
1 Information Regarding Foundation Manage a List any managers of the foundation who h close of any tax year (but only if they have Jeffrey E. Epstein	ers: ave contributed mo contributed more t	ore than 2% of the to than \$5,000). (See s	otal contributions resection 507(d)(2).)	ceived by the founda	tion before the		
b List any managers of the foundation who o a partnership or other entity) of which the t None	wn 10% or more of oundation has a 10	the stock of a corp % or greater interes	oration (or an equal st.	ly large portion of the	e ownership of		
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs: Check here X 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,							
a The name, address, and telephone numbe	r of the person to w	hom applications sl	hould be addressed	:			
b The form in which applications should be s	ubmitted and inform	nation and materials	s they should includ	e:			
c Any submission deadlines:				_			
d Any restrictions or limitations on awards, s	uch as by geograph	nical areas, charitab	le fields, kinds of in	stitutions, or other fa	ctors:		

er gross amounts unless otherwise indicated.	Unrelated	business income	Excluded by	section 512, 513, or 514		
Program service revenue:	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	(e) Related or exemp function income (see the instruction	
a						
b						
c						
d						
8						
		 				
Fees and contracts from government agencies						
Membership dues and assessments						
Interest on savings and temporary cash investments			14	200,920.		
Dividends and interest from securities	[
Net rental income or (loss) from real estate:						
a Debt-financed property						
Not debt-financed property						
Net rental income or (loss) from personal property						
Other investment income			18	-3,941.		
Gain or (loss) from sales of assets other than inventory			18	315,439.		
Net income or (loss) from special events						
Gross profit or (loss) from sales of inventory						
Other revenue:						
Foreign Exchange Gain			18	49,320.		
b						
c						
4 <u></u>						
e						
Subtotal. Add columns (b), (d), and (e)						
Total. Add line 12, columns (b), (d), and (e)			• • • • • • • • • • • • •	13	561,73	
worksheet in the instructions for line 13 to verify of	alculations.)					
KVIB Relationship of Activities to t	·			·		
			or W/I A cont	ribitod importantly to	o the	
Explain below how each activity for which i accomplishment of the foundation's exemp	income is reported of purposes (other	than by providing fu	inds for such i	ourposes). (See the	instructions.)	
Explain below how each activity for which i accomplishment of the foundation's exemption.	income is reported of purposes (other	than by providing fu	inds for such	ourposes). (See the	instructions.)	
	income is reported t purposes (other	than by providing fu	inds for such	ourposes). (See the	instructions.)	
	income is reported t purposes (other	in column (e) of Pa than by providing fu	inds for such	ourposes). (See the	Instructions.)	
	income is reported t purposes (other	in column (e) of Pa than by providing fu	inds for such	ourposes). (See the	nstructions.)	
	income is reported at purposes (other	in column (e) of Pa than by providing fu	ands for such	ourposes). (See the	nstructions.)	
	income is reported at purposes (other	in column (e) of Pa than by providing fu	inds for such	ourposes). (See the	nstructions.)	
	income is reported at purposes (other	in column (e) of Pa than by providing fu	inds for such (ourposes). (See the	instructions.)	
	income is reported to purposes (other	in column (e) of Pa than by providing fu	inds for such (ourposes). (See the	Instructions.)	
	income is reported to purposes (other	in column (e) of Pathan by providing fu	inds for such	ourposes). (See the	Instructions.)	
	income is reported to the purposes (other	in column (e) of Pathan by providing fu	inds for such	ourposes). (See the	Instructions.)	
	income is reported to the purposes (other	in column (e) of Pathan by providing fu	inds for such	ourposes). (See the	Instructions.)	
	income is reported to the purposes (other	in column (e) of Pathan by providing fu	inds for such	ourposes). (See the	Instructions.)	

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

									Yes	No
1	Did the descr	ne organization directly ribed in section 501(c) o ng to political organizat	or indirectly e of the Code (of ions?	ngage in any of the following w ther than section 501(c)(3) orga	vith any other anizations) or	organization in section 527,				
a Transfers from the reporting foundation to a noncharitable exempt organization of:										
(1) Cash							1a(1)		X	
	(2) C	Other assets						. 1a (2)		X
	b Other	transactions:								
	(1) S	ales of assets to a non	charitable exe	mpt organization				. <u>1b(1)</u>		X
	(2) P	urchases of assets from	n a noncharita	able exempt organization				. 1b (2)		X
	(3) F	Rental of facilities, equip	oment, or othe	r assets				1b (3)		X
	(4) R	Reimbursement arrange	ments					. 1b (4)		X
	(5) L	oans or loan guarantee	s					. 1b (5)		X
	(6) P	erformance of services	or membersh	ip or fundraising solicitations				. 1b(6)		<u>X</u>
	c Shari	ng of facilities, equipme	ent, mailing lis	ts, other assets, or paid emplo	yees			1c	l	<u>X</u>
	d If the	answer to any of the a	bove is 'Yes,'	by the reporting foundation. If	le. Column (b)) should always	s show the fair r than fair marke	narket value et value in	of	
	any ti	ransaction or sharing a	rrangement, s	complete the following schedu by the reporting foundation. If how in column (d) the value of	the goods, ot	her assets, or	services receive	:d.		
(a) Line no.	(b) Amount involved		of noncharitable exempt organization			ers, transactions, an			
N/	/A		1							
			-	••						
_			1							
_			1							
_										
_										—
4	za is the descr	toundation directly or tibed in section 501(c) (indirectly aπιια of the Code (o	ated with, or related to, one or ther than section 501(c)(3)) or i	more tax-exe in section 527	mpt organization?	ons	Yes	XI.	٧o
		s,' complete the followi						🗀	۳.	
_		(a) Name of organizat		(b) Type of organizati	on	(c)	Description of re	ationship	_	
N/	⁄A									
_	-			1						
										
_		· · · · · · · · · · · · · · · · · · ·								
Τ	Under pena	illies of penury. I declare that I h	ave examined this is	eturn, including accompanying schedules ar	nd statements, and	to the best of my kno	wiedge and belief, it is	s true, correct, an	d	
1	complete.	Declaration of preparer (other	than taxpayer or fi	eturn, including accompanying schedules ar iduciary) is based on all information of w	hich preparer has	any knowledge.				
1	-			\checkmark \prime		1 - 1 -	· /· ID	. 0		
3	▶	Jarren	Why	bler		15 08	Vice tr	<u>eside</u>	ut.	
3	Sign	ature of officer or trustee	1		Date		Title		<u> </u>	
		Preparer's	1 4	14	Date	/ / la		eparer's SSN or I		6
	Paid	signature Scot	E & CAA	Mera CA	lv/	1.7 2 60	olf-	/A		.,
	Pre- parer's	Firm's name (or DIVI		OCK, MARTIN & SELLAI	RI, P.A	7	N ► N/A			
1	Use	write if salf.	COLUMBIA		·	<u> </u>				
	Only		PALM BEA				hone no. ► 56	1 686-11	110	
<u>ΣΛ</u>	Δ.	12, 000		, - <u>-</u>				Form 990		2007)

Schedule B (Form 990, 990-EZ, or 990-PF)

Schedule of Contributors

OMB No 1545-0047

2007

Department of the Treasury Internal Revenue Service	Supplementary Information for line 1 of Form 990, 990-EZ and 990-PF (see instr	ructions)	2007
Name of organization	Employer id	lentification number	
The C.O.U.Q. Four	ndation, Inc	13-399	96471
Organization type (check of	one):		
Filers of:	Section:		
Form 990 or 990-EZ	501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not seem to se		ndation
Form 990-PF	X 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust to 501(c)(3) taxable private foundation	eated as a private foundati	ion
boxes for both the General	is covered by the General Rule or a Special Rule . (Note: <i>Only a s I Rule and a Special Rule</i> — see <i>instructions</i>)	ection 501(c)(7), (8), or (10	0) organization can check
General Rule — X For organizations filing contributor. (Complete	Form 990, 990-EZ, or 990-PF that received, during the year, \$5,0 Parts I and II.)	00 or more (in money or p	roperty) from any one
Special Rules —			
For a section 501(c)(3) 509(a)(1)/170(b)(1)(A)(amount on line 1 of the	organization filing Form 990, or Form 990-EZ, that met the 33-1/3 vi) and received from any one contributor, during the year, a contress forms. (Complete Parts I and II.)	% support test of the regurbution of the greater of \$5	lations under sections 5,000 or 2% of the
aggregate contributions	, (8), or (10) organization filing Form 990, or Form 990-EZ, that res s or bequests of more than \$1,000 for use <i>exclusively</i> for religious ntion of cruelty to children or animals. (Complete Parts I, II, and II	i, charitable, scientific, liter	butor, during the year, ary, or educational
some contributions for \$1,000. (If this box is c etc, purpose. Do not co	, (8), or (10) organization filing Form 990, or Form 990-EZ, that recuse exclusively for religious, charitable, etc, purposes, but these defected, enter here the total contributions that were received during omplete any of the Parts unless the General Rule applies to this ofte, contributions of \$5,000 or more during the year.)	contributions did not aggre ng the year for an <i>exclusive</i> rganization because it rece	gate to more than ely religious, chantable,
990-PF) but they must che	at are not covered by the General Rule and/or the Special Rules do ck the box in the heading of their Form 990, Form 990-EZ, or on li ments of Schedule B (Form 990, 990-EZ, or 990-PF)	o not file Schedule B (Forn ine 2 of their Form 990-PF,	n 990, 990-EZ, or , to certify that they do

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2007)

Schedule	B (Form 990, 990-EZ, or 990-PF) (2007)	Page 1	of 1 of Part I
Name of org		' '	r Identification number 996471
Part I	O.U.Q. Foundation, Inc Contributors (See Specific Instructions.)	[13-3:	990471
	(b)	(c)	(d)
(a) Number	Name, address, and ZIP + 4	Aggregate contributions	Type of contribution
1	Epstein Interests		Person X Payroll
	457 Madison Avenue	\$100,000.	Noncash
	New York, NY		(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP +4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)

Schedule E	(Form 990, 990-EZ, or 990-PF) (2007)	Page	1 of 1	
Name of organ			Employer Identif	ication number
The C.C	O.U.Q. Foundation, Inc		13-39964	71
	Noncash Property (See Specific Instructions.)			
(a) No. from Part I	(b) Description of noncash property given	FMV (or (see inst	c) estimate) ructions)	(d) Date received
	N/A			
	(h)	\$		(d)
(a) No. from Part I	(b) Description of noncash property given	FMV (or (see inst	estimate) ructions)	(d) Date received
		\$		
(a) No. from Part I	(b) Description of noncash property given	FMV (or (see inst	estimate) ructions)	(d) Date received
		\$		
(a) No. from Part I	(b) Description of noncash property given	- FMV (or (see inst	estimate) ructions)	(d) Date received
		\$		
(a) No. from Part I	(b) Description of noncash property given	FMV (or (see inst	estimate) ructions)	(d) Date received
		\$		
(a) No. from Part I	(b) Description of noncash property given	FMV (or (see inst	estimate) ructions)	(d) Date received
		\$		
BAA	Sche	dule B (Form	990, 990-EZ,	or 990-PF) (2007)

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

2007	Federal Statements	Page 1
Client COUQ	The C.O.U.Q. Foundation, Inc	13-3996471
10/15/08 Statement 1 Form 990-PF, Part Other Income	I, Line 11	MAE0:01
Foreign Exchang Other Investmen	ge Gain	49,320. -3,941. 45,379.
Statement 2 Form 990-PF, Part Other Professiona	I, Line 16c I Fees	
Consulting Second City Cap	(a) (b) Net (c) Expenses Investment Adjusted Per Books Income Net Income \$ 60,000. Partners I, LP K-1 120,000. \$ 120,000. Total \$ 180,000. \$ 120,000. \$ 5 0. \$	·
Statement 3 Form 990-PF, Part Taxes	I, Line 18	
Other Tax	(a) (b) Net (c) Expenses Investment Adjusted per Books Income Net Income	(d) Charitable Purposes 252. 252.
Statement 4 Form 990-PF, Part Other Expenses	I, Line 23	-
	(a) (b) Net (c) Expenses Investment Adjusted per Books Income Net Income	(d) Charitable Purposes
Bank charges Filing fee	se - Second City Capital \$ 20,417. \$ 20,417	7. 237.
Professional fe	rees - Second City Capital 7,057. Total \$\frac{5}{28,971.} \frac{7,057.}{\frac{5}{28,727.} \frac{5}{5}} \frac{0.}{\frac{5}{5}}\$	244.

2007	Federal State	ements		Page 2
Client COUQ	The C.O.U.Q. Foundation, Inc			13-3996471
10/15/08 Statement 5 Form 990-PF, Part XV, Line 3a Recipient Paid During the Year				10:03AM
Name and Address	Donee <u>Relationship</u>	Found- ation Status	Purpose of Grant	Amount
Havard University 124 Mount Auburn St Cambridge, MA 02138	NONE	N/A	Scholarship	\$ 50,000.
Harlem Link Charter School 134 W 122nd Street New York, NY 10027	NONE	N/A	Unrestricted	25,000.
Robin Hood Foundation 826 Broadway-7th Floor New York, NY 10003	NONE	N/A	Unrestricted	50,000.
President and Fellows of Harvard College 124 Mount Auburn St Cambridge, MA 02138	NONE	N/A	Unrestricted	100,000.
National Multiple Sclerosis Society 4237 Salisbury Rd Suite #406 Jacksonville, FL 32216	NONE	N/A	Unrestricted	1,000.
Ballet Florida 500 Fern St West Palm Beach, FL 33401	NONE	N/A	Unrestricted	15,000.
President and Fellows of Harvard College 124 Mount Auburn St Cambridge, MA 02138	NONE	N/A	Unrestricted	486,000.
Bay Point School 22025 S.W. 87th Ave Miami, FL 33190	NONE	N/A	Unrestricted	50,000.
Innocence Project 100 5th Ave New York, NY 10011	NONE	·N/A	Unrestricted	50,000.
Naked Angels, Ltd. 9 Desbrosses St 2nd Floor New York, NY 10013	NONE	N/A	Unrestricted	1,000.
Ohio State University 1480 W. Lane Ave Columbus, OH 43221	NONE	N/A	Unrestricted	2,500,000.
Foundation for Criminal Justice 1660 L Street, N.W. Washington, DC 20036	NONE	N/A	Unrestricted	250,000.

2007	Federal State	ments		Page 3
Client COUQ	The C.O.U.Q. Foundation, Inc			13-3996471
10/15/08				10:03AM
Statement 5 (continued) Form 990-PF, Part XV, Line 3a Recipient Paid During the Year				
Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Edge Foundation, Inc. 5 East 59th St New York, NY 10022	NONE	N/A	Unrestricted	\$ 50,000.
Aspen Jewish Congregation PO Box 1167 Aspen , CO 81612	NONE	N/A	Unrestricted	50,000.
Weill Medical College 445 East 69th St New York, NY 10021	NONE	N/A	Unrestricted	25,812.
Alliance for Lupus Research 28 West 44th St New York, NY 10036	NONE	N/A	Unrestricted	5,000.
Mount Sinai Breast Health Resource PO Box 1049 New York, NY 10029	NONE	N/A	Unrestricted .	5,000.
Robin Hood Foundation 826 Broadway 7th Floor New York, NY 10003	NONE	N/A	Unrestricted	5,000.
Ballet Florida 500 Fern St West Palm Beach, FL 33401	NONE	N/A	Unrestricted	10,000.
National Council of Jewish Woman 513 West MT. Pleasant Ave Livingston, NJ 07039	NONE	N/A	Unrestricted	5,000.
Freestate Soccer Alliance PO Box 2093 Bowie, MD 20718	NONE	N/A	Unrestricted	25,000.
Stockholm School of Economics Sveavagen 65 113 83 Stockholm, Sweden,	NONE	N/A	Unrestricted	30,000.
Faith in the Future, Inc. PO Box 780188 Maspeth, NY 11378	NONE	N/A	Unrestricted	5,000.
Ramaz School 114 East 85th St New York, NY 10028	NONE	N/A	Unrestricted	500,000.

2007	Federal State	ements		Page 4
Client COUQ	The C.O.U.Q. Foun	dation, Inc		13-3996471
10/15/08				12:00PM
Statement 5 (continued) Form 990-PF, Part XV, Line 3a Recipient Paid During the Year				
Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Saint Peters Prep 144 Grand St Jersey City, NJ 07302	NONE	N/A	Unrestricted	\$ 3,000.
Weill Medical College 445 East 69th St New York, NY 10021	NONE	N/A	Unrestricted	25,877.
Stockholm School of Economics Sveavagen 65 113 83 Stockholm, Sweden,	NONE	N/A	Unrestricted	25,000.
YLK Charitable Fund 8000 Walton Parkway New Albany, OH 43054	NONE		Unrestricted	14,267,681.
			Tota	al <u>\$ 18,615,370.</u>

Client COUQ The C.O.U.Q. Foundation, Inc	13-3996471
Other Revenue Amount Foreign Exchange Gain	10:03AM
Foreign Exchange Gain	49,320. 49,320.

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THE C.O.U.Q. FOUNDATION, INC. STATEMENT OF SUBSTANTIAL CONTRACTION **FEBRUARY 29, 2008**

On January 1, 2008 the Foundation transferred its interests in Second City Capital Partners I, LP and Bear Stearns Asset Backed Securities Overseas Ltd. To YLK Charitable Fund. 8000 Walton Parkway, New Albany, Ohio 43054 TIN 26-1605864.

Second City Capital Partners I, LP

\$ 6,977,770

Total

\$ 14,267,681

GRANT AGREEMENT

AGREEMENT, made as of the 2nd day of January, 2008, by and between The C.O.U.Q. Foundation, Inc., a Delaware not for profit corporation (the "Grantor"), and The YLK Charitable Fund, a Delaware corporation (the "Grantee").

WITNESSETH:

WHEREAS, the Grantor has conducted a pre-grant inquiry, including inquiries regarding the organization, the application for exemption, the exempt purposes and the intended activities of the Grantee, as well as the identity, prior history and experience of the Grantee's managers, and has given due consideration to all information available to the Grantor concerning the management and stated policies of the Grantee;

WHEREAS, the Grantee represents to the Grantor that the Grantee has applied for and expects to be granted status as an exempt organization, qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code");

WHEREAS, the Grantor desires to make a grant to the Grantee for the purpose of furthering the Grantee's charitable purposes, and the Grantee desires to receive such grant from the Grantor; and

WHEREAS, the Grantor and the Grantee desire to set forth the terms and conditions upon which the Grantor is making the grant to the Grantee, including <u>inter alia</u>, the parties' obligations under the "expenditure responsibility" provisions contained in the Code and the regulations promulgated thereunder;

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, agree as follows:

- 1. <u>Making of Grant</u>. The Grantor shall grant, assign and transfer to the Grantee the assets described on Schedule A hereto (the "Grant") as soon as is reasonably practicable after the execution hereof. For the purposes of this Agreement, the term "Grant" shall include any earnings of the Grantee attributable to the Grant.
- 2. Purpose of Grant. The purpose of the Grant is to provide funding to further the Grantee's charitable purposes permissible for exempt organizations under Section 501(C)(3) or related provisions of the Code, the grants of the Grantee that may be made with such funds to be made at such times, in such amounts and to such recipients as the Grantee shall determine, subject always to the requirement that such grants must be permissible for private foundations exempt under Section 501(c)(3) or related provisions of the Code and otherwise be in compliance with the provisions of this Agreement. The Grant may not be used for any other purpose.
 - 3. <u>Terms of the Grant</u>. The Grantee agrees as follows:
 - (a) to use the full amount of the grant solely as provided herein, and to repay the unused portion of the grant in the event it is determined by

final non-appealable decision or order of any federal or state court or governmental agency of competent jurisdiction that any portion of the grant has been used in violation of this Agreement;

- (b) For so long as any portion of the grant has neither been spent nor returned to the Grantor, to submit a full and complete annual report, by not later than March 31 of each year, commencing March 31, 2009, on the manner in which the funds were spent during the immediately preceding calendar year and the progress made in accomplishing the purposes of the Grant;
- (c) For so long as any portion of the grant has neither been spent nor returned to the Grantor, to maintain records of receipts and expenditures regarding the grant and to make its books and records regarding the grant available to the Grantor at reasonable times;
- (d) not to use any of the Grant;
 - (i) to carry on propaganda, or otherwise attempt to influence legislation (within the meaning of Section 4945(d)(1) of the Code);
 - (ii) to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive (within the meaning of Section 4945(d)(2) of the Code);
 - (iii) to make any grant which does not comply with the individual grant requirements of Section 4945(d)(3) of the code or the organization grant requirements of Section 4945(d)(4) of the Code; or
 - (iv) to undertake any activity for any noncharitable purpose (i.e., a purpose not specified in Section 170(c)(2)(B) of the Code).

4. Additional Covenants of the Grantee.

(a) The Grantee shall provide to the Grantor any and all information, documents and reports required to satisfy the "expenditure responsibility" requirements of Sections 4945(d) and (h) of the Code and the corresponding Treasury Regulations promulgated thereunder (including, but not limited to, Treas. Reg. Sec. 53.4945-5). In the event of any changes in the laws and regulations governing expenditure responsibility with respect to the Grant, the Grantee agrees to comply with such changes and to provide to the

Grantor any additional information, documents and reports as may be required.

- (b) The Grantee need not keep the Grant physically segregated from its other assets, but agrees to account for the Grant separately on its books and records.
- (c) Without limiting the generality of Section 4(a) above, the Grantee agrees to maintain records of receipts and expenditures under the Grant, as well as copies of reports submitted to the Grantor, for at least four years following the full disposition of the grant and the expenditure of all proceeds thereof.
- 5. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Ohio, without regard to its choice of laws doctrine.
- 6. <u>Counterparts</u>. This Agreement may be executed in counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same agreement.
- 7. <u>Modifications</u>. This Agreement may not be modified or amended, nor may any provisions hereof be waived, except in writing signed by the parties hereto.
- 8. <u>Headings</u>. The headings in this Agreement shall not be construed as substantive provisions and are included only for the convenience of reference.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement effective as of the day and year first above written.

For The C.O.U.Q. Foundation, Inc.

For The YLK Charitable Fund

Leckedory Tracesurer

Grant Agreement

Schedule A

- 1. All of The COUQ Foundation, Inc.'s, right, title and interest in and to Bear Stearns Asset Backed Securities Overseas Ltd., an exempted company organized under the laws of the Cayman Islands, effective as of January 1, 2008.
- 2. All of The COUQ Foundation, Inc.'s, right, title and interest in and to the limited partnership interest in Second City Capital Partners I, a Delaware limited partnership, effective as of January 1, 2008.

IRREVOCABLE ASSIGNMENT

This IRREVOCABLE ASSIGNMENT by and between The C.O.U.Q. Foundation, Inc., a Delaware not-for-profit corporation ("Assignor"), as assignor of the Assigned Interest (as defined below) and The YLK Charitable Fund, a Delaware corporation ("Assignee").

WHEREAS, Assignor is presently the owner of a limited partnership interest in Second City Capital Partners I, a Delaware limited partnership (the "Fund"); and

WHEREAS, Assignor desires to assign all of Assignor's right, title and interest in and to the Fund, which the Fund represented as having partner equity of \$6,518,065 as of September 30, 2007 (the "Assigned Interest"), to Assignee, and Assignee desires to accept Assignor's assignment of the Assigned Interest.

NOW, THEREFORE, in consideration of the premises, the parties hereto agree as follows:

- 1. For and as a grant and charitable contribution, Assignor hereby irrevocably pledges, assigns, transfers and sets over unto Assignee, effective as of January 1, 2008, all of the right, title and interest of Assignor in and to the Assigned Interest, subject to Assignor's obligations under the partnership agreement of the Fund and Assignor's executed subscription agreement with respect to the Assigned Interest (the "Partnership Documents"). Assignor also hereby irrevocably assigns all of the right, title and interest of Assignor under the Put Agreement dated for reference March 5, 2004 between Assignor and Gibralt Capital Corporation to Assignee subject only to the conditions set forth in Section 4.3 of said Put Agreement.
- 2. Each of the Assignor and the Assignee hereby covenants and agrees with the other that it shall execute and deliver such further instruments and do such further acts and things as may be required from the Assignor or the Assignee as the case may be for the Fund to consent to the assignment of the Assigned Interest as provided herein and to admit the Assignee as a substituted limited partner of the Fund to the extent of the Assigned Interest, including providing any necessary representations, warranties or indemnities, required by the Fund to effect the assignment and the substitution of Assignee as a limited partner.
- 3. Assignee hereby accepts the assignment of the Assigned Interest effective as of January 1, 2008.
- 4. Assignor hereby represents and warrants as of both the date of execution and as of January 1, 2008 that (i) it is the owner of the Assigned Interest and is transferring the Assigned Interest to the Assignee free and clear of any adverse claims created by or through or known to Assignor, (ii) there is no

investment banker, broker, finder or other intermediary which has been retained by or is authorized to act on behalf of Assignor who might be entitled to any fee or commission from Assignee or any other person or entity (other than Assignor) in connection with the offering or transfer of the Assigned Interest, and (iii) it is not in default of any capital contribution or other obligation with respect to the Assigned Interest.

- 5. Assignor does hereby represent and warrant to Assignee as of both the date of execution and as of January 1, 2008 that:
 - (a) Assignor is duly organized, validly existing and in good standing under the laws of its jurisdiction of organization and the execution, delivery and performance by it of this Assignment are within its powers, have been duly authorized by all necessary corporate or other action on its behalf, require no action by or in respect of, or filing with, any governmental body, agency or official and do not and will not contravene, or constitute a default under, any provision of applicable law or regulation or of its certificate of incorporation or other comparable organizational documents or any agreement (other than the Partnership Documents which, inter alia, require consent to the assignment), judgment, injunction, order, or decree to which Assignor is a party or by which Assignor or any of the properties or assets of Assignor is bound.
 - (b) The officer executing this Assignment on behalf of Assignor is fully authorized and empowered to do so.
 - (c) This Assignment constitutes a valid, binding and irrevocable assignment of Assignor in accordance with its terms, subject only to the consent of the Fund.
- 6. Assignee (i) acknowledges receipt of a copy of the Partnership Documents, and (ii) agrees to be bound by and to accept the Assigned Interest subject to the terms and conditions of the Partnership Documents, and (iii) represents and warrants that it is a corporation organized to be an entity which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and on or before January 1, 2008, will have filed an application with the Internal Revenue Service for, and expects to be granted, status as an exempt organization under Section 501(c)(3) of the Code. The Assignee further agrees, promptly after the execution hereof, upon presentation to it by the General Partner of a signature page thereof, to sign the limited partnership agreement.
- 7. Neither this Assignment nor any provisions hereof shall be waived, modified, discharged or terminated except by an instrument in writing signed by

the party against whom any waiver, modification, discharge or termination is sought.

- 8. This Assignment shall be binding upon and inure to the benefit of the parties and their successors, permitted assigns, heirs, estates, executors, administrators and personal representatives. The representations and warranties of the parties shall survive the assignment of the Assigned Interest.
- 9. This Assignment shall be governed by and construed in accordance with the internal laws of the State of New York without regard to conflict of laws principles.
- 10. This Assignment may be executed in counterparts with the same effect as if the parties executing the counterparts had all executed one counterpart.

IN WITNESS WHEREOF, the undersigned have executed this Assignment.

ASSIGNOR:	ASSIGNEE:
The C.O.U.Q. Foundation, Inc.	The YLK Charitable Fund
By Daren Klass	Ву
Name: Darren K Indyke Title: Vice President	Name: Title:

182529

the party against whom any waiver, modification, discharge or termination is sought.

- 8. This Assignment shall be binding upon and inure to the benefit of the parties and their successors, permitted assigns, heirs, estates, executors, administrators and personal representatives. The representations and warranties of the parties shall survive the assignment of the Assigned Interest.
- 9. This Assignment shall be governed by and construed in accordance with the internal laws of the State of New York without regard to conflict of laws principles.
- 10. This Assignment may be executed in counterparts with the same effect as if the parties executing the counterparts had all executed one counterpart.

IN WITNESS WHEREOF, the undersigned have executed this Assignment.

ASSIGNOR:	ASSIGNEE:
The C.O.U.Q. Foundation, Inc.	The YLK Charitable Fund
By Name: Title:	Name: Peagy O. Maked Title: Secretary Treasurer

IRREVOCABLE ASSIGNMENT

This IRREVOCABLE ASSIGNMENT by and between The C.O.U.Q. Foundation, Inc., a New York not-for-profit corporation ("Assignor"), as assignor of the Assigned Interest (as defined below) and The YLK Charitable Fund, a Delaware corporation ("Assignee").

WHEREAS, Assignor is presently the owner of shares of Bear Stearns Asset Backed Securities Overseas Ltd., an exempted company organized under the laws of the Cayman Islands (the "Fund"); and

WHEREAS, Assignor desires to assign all of Assignor's right, title and interest in and to the Fund, which the Fund valued at \$11,841,632.82 as of June 30, 2007 (and as to which the Fund provided monthly estimates intended not to be relied upon as ending values, but based on which the estimated value of the interest would be reduced to approximately \$6,907,849 as of November 30, 2007) (the "Assigned Interest"), to Assignee and Assignee desires to accept Assignor's assignment of the Assigned Interest.

NOW, THEREFORE, in consideration of the premises, the parties hereto agree as follows:

- 1. For and as a grant and charitable contribution to Assignee, Assignor hereby irrevocably pledges, assigns, transfers and sets over unto Assignee, effective as of January 1, 2008, all of the right, title and interest of Assignor in and to the Assigned Interest subject to the provisions of the organization documents and subscription agreement of the Fund (the "Investment Documents").
- 2. Each of the Assignor and the Assignee hereby covenants and agrees with the other that it shall execute and deliver such further instruments and do such further acts and things as may be reasonably required from such party for the Fund to consent to the transfer of and to transfer all of Assignor's right, title, and interest in the Assigned Interests to Assignee, including providing any necessary representations and, in the case of Assignor warranties or indemnities, required by the Fund to effect the assignment.
- 3. Assignee hereby accepts the assignment of the Assigned Interest, effective as of January 1, 2008.
- 4. Assignor hereby represents and warrants as of both the date of execution and as of January 1, 2008 that (i) it is the owner of the Assigned Interest and is transferring the Assigned Interest to the Assignee free and clear of any adverse claims created by or through or known to Assignor, (ii) there is no investment banker, broker, finder or other intermediary which has been retained

by or is authorized to act on behalf of Assignor who might be entitled to any fee or commission from Assignee or any other person or entity (other than Assignor) in connection with the offering or transfer of the Assigned Interest, (iii) it is not in default of any capital contribution or other obligation with respect to the Assigned Interest, and (iv) Assignor has not received any amount or property from the Fund from June 30, 2007 through date of execution and as of January 1, 2008.

- 5. Assignor does hereby represent and warrant to Assignee as of both the date of execution and as of January 1, 2008 that:
 - (a) Assignor is duly organized, validly existing and in good standing under the laws of its jurisdiction of organization and the execution, delivery and performance by it of this Assignment are within its powers, have been duly authorized by all necessary corporate or other action on its behalf, require no action by or in respect of, or filing with, any governmental body, agency or official and do not and will not contravene, or constitute a default under, any provision of applicable law or regulation or of its certificate of incorporation or other comparable organizational documents or any agreement (other than the Investment Documents which, inter alia, require the Fund to consent to the transfer) to which Assignor is a party or by which Assignor or any of the properties or assets of Assignor is bound.
 - (b) The officer executing this Assignment on behalf of Assignor is fully authorized and empowered to do so.
 - (c) This Assignment constitutes a valid, binding and irrevocable assignment of Assignor, enforceable against Assignor in accordance with its terms, subject only to the consent of the Fund.
- 6. Assignee (i) acknowledges receipt of a copy of the Fund's Investment Documents, (ii) acknowledges and agrees that Assignee takes the Assigned Interest subject to their provisions, and represents and warrants that it is a corporation organized to be an entity which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and on or before January 1, 2008, will have filed an application with the Internal Revenue Service for, and expects to be granted, status as an exempt organization under Section 501(c)(3) of the Code.
- 7. Neither this Assignment nor any provisions hereof shall be waived, modified, discharged or terminated except by an instrument in writing signed by the party against whom any waiver, modification, discharge or termination is sought.

- 8. This Assignment shall be binding upon and inure to the benefit of the parties and their successors, permitted assigns, heirs, estates, executors, administrators and personal representatives. The representations and warranties of the parties as provided herein shall survive the assignment of the Assigned Interests.
- This Assignment shall be governed by and construed in accordance with the internal laws of the State of New York without regard to conflict of laws principles.
- 10. This Assignment may be executed in counterparts with the same effect as if the parties executing the counterparts had all executed one counterpart.

IN WITNESS WHEREOF, the undersigned have executed this Assignment.

ASSIGNOR:	ASSIGNEE:
The C.O.U.Q. Foundation, Inc.	The YLK Charitable Fund
Name: Davren K. Indyke Tille: Vice President	ByName: Title:

182526

- 8. This Assignment shall be binding upon and inure to the benefit of the parties and their successors, permitted assigns, heirs, estates, executors, administrators and personal representatives. The representations and warranties of the parties as provided herein shall survive the assignment of the Assigned Interests.
- 9. This Assignment shall be governed by and construed in accordance with the internal laws of the State of New York without regard to conflict of laws principles.
- 10. This Assignment may be executed in counterparts with the same effect as if the parties executing the counterparts had all executed one counterpart.

IN WITNESS WHEREOF, the undersigned have executed this Assignment.

ASSIGNOR:	ASSIGNEE:
The C.O.U.Q. Foundation, Inc.	The YLK Charitable Fund
ByName: Title:	Name: Persy W. Word Title: Secretary Treasures

182526

OFFICE COF

Form 8868
(Rov. April 2008)
Department of the Treasury

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

OMB No. 1545-1709

2017100				
filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II	(on page 2 of	this form).		
plete Part II unless you have already been granted an automatic 3-month extension on a	previously file	d Form 8868.		
Automatic 3-Month Extension of Time. Only submit original (no copies nee	aded).			
		d complete		
	7004 to requi	est an extension of		
returns noted below (6 months for a corporation required to file Form 990-T). Howe y if (1) you want the additional (not automatic) 3-month extension or (2) you file Form composite or consolidated Form 990-T. Instead, you must submit the fully completed a	over, you can is 990-BL, 60 ind signed pag	not file Form 8868 69, or 8870, group je 2 (Part II) of Form		
Name of Exempt Organization	Employer Id	Employer Identification number		
The C.O.U.Q. Foundation	13	3996471		
Number, street, and room or suite no. If a P.O. box, see instructions.				
c/o George V. Delson Associates, 110 East 59th Street				
City, town or post office, state, and ZIP code. For a foreign address, see instructions. New York, NY 10022				
of return to be filed (file a separate application for each return):				
O Form 990-T (corporation)	☐ F	orm 4720		
0-BL	□ F	Form 5227		
0-EZ	□ F	form 6069		
0-PF	□ !	Form 8870		
anization does not have an office or place of business in the United States, check this or a Group Return, enter the organization's four digit Group Exemption Number (GEN) the group, check this box ▶ ☐ . If it is for part of the group, check this box	sbox	▶ 🗆 		
October 15 , 20.08 , to file the exempt organization return for the organization	orm 990-T) named abov	extension of time re. The extension is		
calendar year 20or tax year beginning	bruary 29	, 20_08		
tax year is for less than 12 months, check reason: I initial return Final return	Change li	accounting period		
•••	ıx, 3a	\$ 23,872		
	36	\$ 18,872		
ce Due. Subtract line 3b from line 3a. Include your payment with this form, or, if require it with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payme				
ന). See instructions.	3c	\$ 5,000		
	plate Part If unless you have already been granted an automatic 3-month extension on a Automatic 3-Month Extension of Time. Only submit original (no copies need on required to file Form 990-T and requesting an automatic 6-month extension—check on required to file Form 990-T and requesting an automatic 6-month extension—check on required to file Form 990-T and requesting an automatic 6-month extension—check on required to file Form 990-T and requesting an automatic 6-month extension—check on the file of file form 990-T and requesting an automatic 6-month extension—check on the file form 990-T and requesting an automatic 6-month extension—check on the file form 990-T and file form 990-T and file form 990-T and file form 990-T and file form 990-T and file form 990-T and file form 990-T and file form 990-T and file form 990-T and file form 990-T and file form 990-T and file form 990-T and file form 990-T and file form 990-T and file file form 990-T and file file form 990-T and file file form 990-T and file file file file form 990-T and file file file file file file file file	reporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to requincome tax returns. Filling (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic exteriors noted below (6 months for a corporation required to file Form 990-T). However, you can y if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL corposited or onsolidated Form 990-T. Instead, you must submit the fully completed and signed pagnore details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities of Name of Exempt Organization The C.O.U.Q. Foundation		

Cat. No. 279150