

2008 NOT-FOR-PROFIT CORPORATION REINSTATEMENT

DOCUMENT# N96000002084

FILED
Nov 03, 2008
Secretary of State

Entity Name: THE KONI FOUNDATION, INC.

Current Principal Place of Business:

1 CLEARLAKE CENTER, #1402
250 AUSTRALIAN AVENUE
WEST PALM BEACH, FL 33401

New Principal Place of Business:

Current Mailing Address:

3265 L [REDACTED] BLVD
OCEANSIDE, NY 11572

New Mailing Address:

FEI Number: 65-0676162 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()
In accordance with s. 607.193(2)(b), F.S., the corporation did not receive the prior notice.

Name and Address of Current Registered Agent:

Name and Address of New Registered Agent:

SIEGEL, HOWARD
[REDACTED]

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: HOWARD SIEGEL

Electronic Signature of Registered Agent

Date

OFFICERS AND DIRECTORS:

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: D () Delete
Name: SIEGEL, HOWARD
[REDACTED]

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: D () Delete
Name: KAPNER, LEWIS
[REDACTED]

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Name: WIENER, HOWARD
[REDACTED]

Title: () Change () Addition
Name:
Address:
City-St-Zip:

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears above, or on an attachment with an address, with all other like empowered.

SIGNATURE: HOWARD SIEGEL

D

11/03/2008

Electronic Signature of Signing Officer or Director

Date

EXHIBIT 83

FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS



[Home](#)

[Contact Us](#)

[E-Filing Services](#)

[Document Searches](#)

[Forms](#)

[Help](#)

[Previous on List](#)

[Next on List](#)

[Return To List](#)

[Events](#)

[No Name History](#)

[Entity Name Search](#)

Detail by Entity Name

Florida Non Profit Corporation

THE KONI FOUNDATION, INC.

Filing Information

Document Number N96000002084
 FEI Number 650676162
 Date Filed 04/18/1996
 State FL
 Status ACTIVE
 Effective Date 05/01/1996
 Last Event CANCEL ADM DISS/REV
 Event Date Filed 11/03/2008
 Event Effective Date NONE

Principal Address

1 CLEARLAKE CENTER, #1402
 250 AUSTRALIAN AVENUE
 WEST PALM BEACH FL 33401

Changed 03/26/2002

Mailing Address

3265 [REDACTED] BLVD
 OCEANSIDE NY 11572

Changed 09/05/2006

Registered Agent Name & Address

SIEGEL, HOWARD

Name Changed: 06/03/2005

Address Changed: 06/03/2005

Officer/Director Detail

Name & Address

Title D

SIEGEL, HOWARD

[REDACTED]

Title D

KAPNER, LEWIS
250 AUSTRALIAN AVENUE
WEST PALM BEACH FL 33401

Title D

WIENER, HOWARD
777 S FLAGLER DR WEST TWR STE 1601
WEST PALM BEACH FL 33401

Annual Reports

Report Year Filed Date

2006	09/05/2006
2007	10/16/2007
2008	11/03/2008

Document Images

11/03/2008 -- REINSTATEMENT	View image in PDF format
10/16/2007 -- REINSTATEMENT	View image in PDF format
09/05/2006 -- ANNUAL REPORT	View image in PDF format
06/03/2005 -- ANNUAL REPORT	View image in PDF format
08/05/2004 -- ANNUAL REPORT	View image in PDF format
05/02/2003 -- ANNUAL REPORT	View image in PDF format
03/26/2002 -- ANNUAL REPORT	View image in PDF format
07/06/2001 -- ANNUAL REPORT	View image in PDF format
03/22/2001 -- DEBIT MEMO	View image in PDF format
03/09/2001 -- DEBIT MEMO	View image in PDF format
12/21/2000 -- ANNUAL REPORT	View image in PDF format
04/18/1996 -- DOCUMENTS PRIOR TO 1997	View image in PDF format

Note: This is not official record. See documents if question or conflict.

[Previous on List](#) [Next on List](#) [Return To List](#)

[Events](#) [No Name History](#) [Entity Name Search](#)

Home Contact us Document Searches E-Filing Services Forms Help
 Copyright and Privacy Policies
 Copyright © 2007 State of Florida, Department of State.

2007 NOT-FOR-PROFIT CORPORATION REINSTATEMENT

**FILED
Oct 16, 2007
Secretary of State**

DOCUMENT# N96000002084

Entity Name: THE KONI FOUNDATION, INC.

Current Principal Place of Business:

New Principal Place of Business:

1 CLEARLAKE CENTER, #1402
2 [REDACTED]
3 [REDACTED]
4 [REDACTED]
5 [REDACTED]
6 [REDACTED]
7 [REDACTED]
8 [REDACTED]
9 [REDACTED]
0 [REDACTED]

New Mailing Address:

FEI Number: 65-0676162 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired (X)
In accordance with s. 607.193(2)(b), F.S., the corporation did not receive the prior notice.

Name and Address of Current Registered Agent:

Name and Address of New Registered Agent:

[REDACTED]

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: HOWARD SIEGEL

Electronic Signature of Registered Agent

Date

OFFICERS AND DIRECTORS:

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: D () Delete
Name: SIEGEL, HOWARD
Address: [REDACTED]
City-St-Zip: [REDACTED]

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: D () Delete
Name: KAPNER, LEWIS
Address: [REDACTED]
City-St-Zip: [REDACTED]

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: D () Delete
Name: WIENER, HOWARD
Address: [REDACTED]
City-St-Zip: [REDACTED]

Title: () Change () Addition
Name:
Address:
City-St-Zip:

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears above, or on an attachment with an address, with all other like empowered.

SIGNATURE: STEVEN KAPLANSKY

DIR

10/16/2007

Electronic Signature of Signing Officer or Director

Date

Important: The Public Records and commercially available data sources used on reports have errors. Data is sometimes entered poorly, processed incorrectly and is generally not free from defect. This system should not be relied upon as definitively accurate. Before relying on any data this system supplies, it should be independently verified. For Secretary of State documents, the following data is for information purposes only and is not an official record. Certified copies may be obtained from that individual state's Department of State.

Your DPPA Permissible Use: Court, Law Enforcement or Government Agencies
Your GLBA Permissible Use: Law Enforcement Purposes

Comprehensive Business Report
Date: 12/09/08

Company Information:

Company Name: THE C.O.U.Q. FOUNDATION, INC.



Name Variations:

Company Name: THE C.O.U.Q. FOUNDATION, INC.

Address Variations:



Phone Variations:

[None Found]

Parent Company:

Name: THE KONI FOUNDATION INC.
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723

Comprehensive Business Report Summary: (Click on Link to see detail)

- Industry Information:
 - None Found
- Company ID Numbers:
 - 1 Found
- Bankruptcies:
 - None Found
- Liens and Judgments:
 - None Found
- Corporation Filings:
 - 1 Found
- Registered Agents:
 - None Found
- Business Registration:
 - None Found
- UCC Filings for Business:
 - None Found
- Associated Businesses:
 - 1 Found
- Business Contacts:
 - None Found
- Motor Vehicles:
 - None Found
- Properties:
 - None Found
- FAA Aircrafts:
 - None Found
- Watercrafts:
 - None Found
- Internet Domain Names Registered to Business:
 - None Found
- IRS 5500:

None Found
Executives:
None Found

Business Filings:

Industry Information:
[None Found]

Company ID Numbers:
State of Origin: FL
Charter Number: F08000003048

Bankruptcies:
[None Found]

Liens & Judgments:
[None Found]

Corporation Filings:

Corporation Filings # 1

THE C.O.U.Q. FOUNDATION, INC. - As of: 10/16/2008
Name Type: LEGAL
Address: 250 S AUSTRALIAN AVE STE 1404, WEST PALM BEACH FL 33401-5016
Address Type: MAILING
Status: ACTIVE
Business Type: FOREIGN NON PROFIT
Foreign Incorporation Date: 07/09/2008
Registered Agent: C T CORPORATION SYSTEM
Registered Agent Address: PLANTATION, FL 33324
Place Incorporation: DELAWARE

THE C.O.U.Q. FOUNDATION, INC. - As of: 07/11/2008
Name Type: LEGAL
Address: 250 S AUSTRALIAN AVE STE 1404, WEST PALM BEACH FL 33401-5016
Address Type: MAILING
Status: ACTIVE
Business Type: FOREIGN NON PROFIT
Foreign Incorporation Date: 07/09/2008
Registered Agent: C T CORPORATION SYSTEM
Registered Agent Address: PLANTATION, FL 33324
Place Incorporation: DELAWARE

Officers and Directors:
THE C.O.U.Q. FOUNDATION, INC. - As of: 10/16/2008
Officer: JEFFREY E EPSTEIN, DP, 6100 RED HOOK QTRS STE B3, ST THOMAS VI 00802-1348
Officer: DARREN K INDYKE, [REDACTED]
Officer: RICHARD KAHN, DIR [REDACTED]

Registered Agents:
[None Found]

Business Registration:
[None Found]

UCC Filings for Business:
[None Found]

Associated Businesses:
Name: THE KONI FOUNDATION, INC.
Address: 250 S AUSTRALIAN AVE STE 1402, WEST PALM BCH FL 33401-5015

Associated People:

Business Contacts:

[None Found]

Assets:

Motor Vehicles:

[None Found]

Properties:

[None Found]

FAA Aircraft:

[None Found]

Watercraft:

[None Found]

Internet Domain Names Registered to Business:

[None Found]

IRS 5500

[None Found]

Executives:

[None Found]

Important: The Public Records and commercially available data sources used on reports have errors. Data is sometimes entered poorly, processed incorrectly and is generally not free from defect. This system should not be relied upon as definitively accurate. Before relying on any data this system supplies, it should be independently verified. For Secretary of State documents, the following data is for information purposes only and is not an official record. Certified copies may be obtained from that individual state's Department of State.

Your DPPA Permissible Use: Court, Law Enforcement or Government Agencies
Your GLBA Permissible Use: Law Enforcement Purposes

Comprehensive Business Report
Date: 12/09/08

Company Information:

Company Name: THE C.O.U.Q. FOUNDATION, INC.
Address: 110 E 59TH ST, NEW YORK NY 10022-1304

Name Variations:

Company Name: THE C.O.U.Q. FOUNDATION, INC.

Address Variations:

Address: 110 E 59TH ST, NEW YORK NY 10022
County: NEW YORK
Msa Description: New York, NY

Phone Variations:

[None Found]

Comprehensive Business Report Summary: (Click on Link to see detail)

Industry Information:
None Found
Company ID Numbers:
1 Found
Bankruptcies:
None Found
Liens and Judgments:
None Found
Corporation Filings:
1 Found
Registered Agents:
None Found
Business Registration:
None Found
UCC Filings for Business:
None Found
Associated Businesses:
None Found
Business Contacts:
None Found
Motor Vehicles:
None Found
Properties:
None Found
FAA Aircrafts:
None Found
Watercrafts:
None Found
Internet Domain Names Registered to Business:
None Found
IRS 5500:
None Found
Executives:
None Found

Business Filings:

Industry Information:

[None Found]

Company ID Numbers:State of Origin: NY
Charter Number: 2360817**Bankruptcies:**

[None Found]

Liens & Judgments:

[None Found]

Corporation Filings:

Corporation Filings # 1

THE C.O.U.Q. FOUNDATION, INC. - As of: 10/22/2008

Name Type: LEGAL

Address: 110 E 59TH ST, NEW YORK NY 10022-1304

Address Type: PROCESS ADDRESS

Status: ACTIVE - GOOD STANDING STATUS CAN ONLY BE DETERMINED BY PERFORMING A SEARCH IN
THE RECORDS OF BOTH THE DEPARTMENT OF STATE CORPORATION RECORDS AND THE DEPARTMENT OF
TAX AND FINANCE

Business Type: FOREIGN NOT FOR PROFIT

Filing Date: 03/26/1999

Date Incorporated: 03/26/1999

Foreign Incorporation Date: 03/16/1998

Term: PERPETUAL

Type: EFFECTIVE DATE

Place Incorporation: DELAWARE

THE C.O.U.Q. FOUNDATION, INC. - As of: 07/23/2008

Name Type: LEGAL

Address: 110 E 59TH ST, NEW YORK NY 10022-1304

Address Type: PROCESS ADDRESS

Status: ACTIVE - GOOD STANDING STATUS CAN ONLY BE DETERMINED BY PERFORMING A SEARCH IN
THE RECORDS OF BOTH THE DEPARTMENT OF STATE CORPORATION RECORDS AND THE DEPARTMENT OF
TAX AND FINANCE

Business Type: FOREIGN NOT FOR PROFIT

Filing Date: 03/26/1999

Date Incorporated: 03/26/1999

Foreign Incorporation Date: 03/16/1998

Term: PERPETUAL

Type: EFFECTIVE DATE

Place Incorporation: DELAWARE

THE C.O.U.Q. FOUNDATION, INC. - As of: 04/21/2008

Name Type: LEGAL

Address: 110 E 59TH ST, NEW YORK NY 10022-1304

Address Type: PROCESS ADDRESS

Status: ACTIVE - GOOD STANDING STATUS CAN ONLY BE DETERMINED BY PERFORMING A SEARCH IN
THE RECORDS OF BOTH THE DEPARTMENT OF STATE CORPORATION RECORDS AND THE DEPARTMENT OF
TAX AND FINANCE

Business Type: FOREIGN NOT FOR PROFIT

Filing Date: 03/26/1999

Date Incorporated: 03/26/1999

Foreign Incorporation Date: 03/16/1998

Term: PERPETUAL

Type: EFFECTIVE DATE

Annual Report Filings:

Status: MICROFILM_NBR : 990326000255
Filed Date: 03/26/1999Status: MICROFILM_NBR : 990326000255
Filed Date: 03/26/1999
Microfilm Number: 9903260002Status: MICROFILM_NBR : 990326000255
Filed Date: 03/26/1999

Microfilm Number: 9903260002

Registered Agents:

[None Found]

Business Registration:

[None Found]

UCC Filings for Business:

[None Found]

Associated Businesses:

[None Found]

Associated People:

Business Contacts:

[None Found]

Assets:

Motor Vehicles:

[None Found]

Properties:

[None Found]

FAA Aircraft:

[None Found]

Watercraft:

[None Found]

Internet Domain Names Registered to Business:

[None Found]

IRS 5500

[None Found]

Executives:

[None Found]

Important: The Public Records and commercially available data sources used on reports have errors. Data is sometimes entered poorly, processed incorrectly and is generally not free from defect. This system should not be relied upon as definitively accurate. Before relying on any data this system supplies, it should be independently verified. For Secretary of State documents, the following data is for information purposes only and is not an official record. Certified copies may be obtained from that individual state's Department of State.

Your DPPA Permissible Use: Court, Law Enforcement or Government Agencies
Your GLBA Permissible Use: Law Enforcement Purposes

Comprehensive Business Report
Date: 12/09/08

Company Information:

Company Name: THE KONI FOUNDATION INC.
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723

Name Variations:

Company Name: NICOLAUS KONI FOUNDATION
Company Name: THE C.O.U.Q. FOUNDATION, INC.
Company Name: THE KONI FOUNDATION, INC.

Address Variations:

Address: 250 S AUSTRALIAN AVE, WEST PALM BEACH FL 33401
County: PALM BEACH
Msa Description: West Palm Beach-Boca Raton, FL

Address: 250 S AUSTRALIAN AVE 1402, WEST PALM BCH FL 33401
County: PALM BEACH
Msa Description: West Palm Beach-Boca Raton, FL

Address: 250 S AUSTRALIAN AVE 1404, WEST PALM BCH FL 33401
County: PALM BEACH
Msa Description: West Palm Beach-Boca Raton, FL

Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572
County: NASSAU
Msa Description: Nassau-Suffolk, NY

Phone Variations:

Phone: 516-241-1521

Comprehensive Business Report Summary: (Click on Link to see detail)

Industry Information:
None Found
Company ID Numbers:
1 Found
Bankruptcies:
None Found
Liens and Judgments:
None Found
Corporation Filings:
3 Found
Registered Agents:
1 Found
Business Registration:
1 Found
UCC Filings for Business:
None Found
Associated Businesses:
23 Found
Business Contacts:
6 Found
Motor Vehicles:
None Found

Properties:
 None Found
 FAA Aircrafts:
 None Found
 Watercrafts:
 None Found
 Internet Domain Names Registered to Business:
 2 Found
 IRS 5500:
 None Found
 Executives:
 4 Found

Business Filings:

Industry Information:

[None Found]

Company ID Numbers:

State of Origin: FL
 Charter Number: F08000003048

State of Origin: FL
 Charter Number: N96000002084

State of Origin: NY
 Charter Number: 2821493

Bankruptcies:

[None Found]

Liens & Judgments:

[None Found]

Corporation Filings:

Corporation Filings # 1

THE KONI FOUNDATION INC. - As of: 10/22/2008
 Name Type: LEGAL
 Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723
 Address Type: PROCESS ADDRESS
 Status: ACTIVE - GOOD STANDING STATUS CAN ONLY BE DETERMINED BY PERFORMING A SEARCH IN THE RECORDS OF BOTH THE DEPARTMENT OF STATE CORPORATION RECORDS AND THE DEPARTMENT OF TAX AND FINANCE
 Business Type: FOREIGN NOT FOR PROFIT
 Filing Date: 10/10/2002
 Date Incorporated: 10/10/2002
 Foreign Incorporation Date: 04/18/1996
 Term: PERPETUAL
 Type: EFFECTIVE DATE
 Place Incorporation: FLORIDA

THE KONI FOUNDATION INC. - As of: 07/23/2008
 Name Type: LEGAL
 Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723
 Address Type: PROCESS ADDRESS
 Status: ACTIVE - GOOD STANDING STATUS CAN ONLY BE DETERMINED BY PERFORMING A SEARCH IN THE RECORDS OF BOTH THE DEPARTMENT OF STATE CORPORATION RECORDS AND THE DEPARTMENT OF TAX AND FINANCE
 Business Type: FOREIGN NOT FOR PROFIT
 Filing Date: 10/10/2002
 Date Incorporated: 10/10/2002
 Foreign Incorporation Date: 04/18/1996
 Term: PERPETUAL
 Type: EFFECTIVE DATE
 Place Incorporation: FLORIDA

THE KONI FOUNDATION INC. - As of: 04/21/2008
 Name Type: LEGAL
 Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723
 Address Type: PROCESS ADDRESS
 Status: ACTIVE - GOOD STANDING STATUS CAN ONLY BE DETERMINED BY PERFORMING A SEARCH IN

THE RECORDS OF BOTH THE DEPARTMENT OF STATE CORPORATION RECORDS AND THE DEPARTMENT OF TAX AND FINANCE

Business Type: FOREIGN NOT FOR PROFIT
 Filing Date: 10/10/2002
 Date Incorporated: 10/10/2002
 Foreign Incorporation Date: 04/18/1996
 Term: PERPETUAL
 Type: EFFECTIVE DATE

Annual Report Filings:

Status: MICROFILM NBR: 021010000338
 Filed Date: 10/10/2002

Status: MICROFILM_NBR :021010000338
 Filed Date: 10/10/2002
 Microfilm Number: 0210100003

Status: MICROFILM_NBR :021010000338
 Filed Date: 10/10/2002
 Microfilm Number: 0210100003

Corporation Filings # 2

THE C.O.U.Q. FOUNDATION, INC. - As of: 10/16/2008

Name Type: LEGAL
 Address: 250 S AUSTRALIAN AVE STE 1404, WEST PALM BEACH FL 33401-5016
 Address Type: MAILING
 Status: ACTIVE
 Business Type: FOREIGN NON PROFIT
 Foreign Incorporation Date: 07/09/2008
 Registered Agent: C T CORPORATION SYSTEM
 Registered Agent Address: PLANTATION, FL 33324
 Place Incorporation: DELAWARE

THE C.O.U.Q. FOUNDATION, INC. - As of: 07/11/2008

Name Type: LEGAL
 Address: 250 S AUSTRALIAN AVE STE 1404, WEST PALM BEACH FL 33401-5016
 Address Type: MAILING
 Status: ACTIVE
 Business Type: FOREIGN NON PROFIT
 Foreign Incorporation Date: 07/09/2008
 Registered Agent: C T CORPORATION SYSTEM
 Registered Agent Address: PLANTATION, FL 33324
 Place Incorporation: DELAWARE

Officers and Directors:

THE C.O.U.Q. FOUNDATION, INC. - As of: 10/16/2008
 Officer: JEFFREY E EPSTEIN, DP, 6100 RED HOOK QTRS STE B3, ST THOMAS VI 00802-1348
 Officer: DARREN K INDYKE, DVS [REDACTED]
 Officer: RICHARD KAHN, DIRECT [REDACTED]

Corporation Filings # 3

THE KONI FOUNDATION, INC. - As of: 10/16/2008

Name Type: LEGAL
 Address: [REDACTED] OCEANSIDE NY 11572-3723
 Address Type: [REDACTED]
 Status: INACTIVE
 Business Type: DOMESTIC NON PROFIT
 Date Incorporated: 05/01/1996
 Registered Agent: SIEGEL HOWARD
 Registered Agent Address: WEST PALM BEACH, FL 33401
 FEIN: 65-0676162
 Place Incorporation: FL

THE KONI FOUNDATION, INC. - As of: 07/18/2008

Name Type: [REDACTED]
 Address: 32 [REDACTED]
 Address Type: [REDACTED]
 Status: ACTIVE
 Business Type: DOMESTIC NON PROFIT
 Date Incorporated: 05/01/1996
 Registered Agent: SIEGEL HOWARD
 Registered Agent Address: WEST PALM BEACH, FL 33401
 FEIN: 65-0676162

Place Incorporation: FL

THE KONI FOUNDATION, INC. - As of: 03/31/2008

Name Type: LEGAL

Address: 32

Address Ty

Status: ACTIVE

Business Type: DOMESTIC NON PROFIT

Date Incorporated: 05/01/1996

Registered Agent: SIEGEL HOWARD

Registered Agent Address: 250 S AUSTRALIAN AVE STE 1402, WEST PALM BEACH FL 33401-5015

FEIN: 65-0676162

Place Incorporation: FL

Officers and Directors:

THE KONI FOUNDATION, INC. - As of: 10/16/2008

Officer: LEWIS KAPNER, DIR

Officer: HOWARD SIEGEL, DIR

Officer: HOWARD WIENER, DIR

Officer: LEWIS KAPNER, DIR

Officer: HOWARD SIEGEL, DIR

Officer: HOWARD WIENER, DIR

Officer: HOWARD WIENER, DIR

Officer: LEWIS KAPNER, DIR

Officer: HOWARD SIEGEL, DIR

Officer: HOWARD WIENER, DIR

Annual Report Filings:

Filing Year: 2007

Filed Date: 10/16/2007

Filing Year: 2006

Filed Date: 09/05/2006

Filing Year: 2005

Filed Date: 06/03/2005

Filing Year: 2005

Filed Date: 06/03/2005

Filing Year: 2004

Filed Date: 08/05/2004

Filing Year: 2003

Filed Date: 05/02/2003

Filing Year: 2002

Status: 2002

Filed Date: 03/26/2002

Filing Year: 2001

Status: 2001

Filed Date: 07/06/2001

Events:

Date: 09/26/2008

Event: ADMIN DISSOLUTION FOR ANNUAL REPORT

Date: 10/16/2007

Event: CANCEL ADM DISS/REV

Date: 09/14/2007

Event: ADMIN DISSOLUTION FOR ANNUAL REPORT

Date: 12/21/2000

Event: REINSTATEMENT

Date: 09/26/1997

Event: ADMIN DISSOLUTION FOR ANNUAL REPORT

Registered Agents:

Name: SIEGEL HOWARD

Address: 250 S AUSTRALIAN AVE STE 1402, WEST PALM BCH FL 33401-5015

Date Last Seen: 3/31/2008

Business Registration:

Name: THE KONI FOUNDATION INC
Mailing Address: 32 [REDACTED]
Filing Number: 0210 [REDACTED]
Corporation Code: SOS
Expiration Date: 10/30/2003

UCC Filings for Business:

[None Found]

Associated Businesses:

Name: ADD-ON PROPERTIES LLC CO
Address: [REDACTED]

Name: ALERT CORP
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723

[REDACTED] AN MEDICAL ALERT CORP
[REDACTED] BLVD, OCEANSIDE NY 11572-3723

[REDACTED] AN MEDICAL ALERT CORP.
[REDACTED] BLVD, OCEANSIDE NY 11572-3723

[REDACTED] AN MEDICONNECT ACQUISITION CORP
[REDACTED] BLVD, OCEANSIDE NY 11572-3723

Name: ANSWER CONNECTICUT ACQUISITION CORP.
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723

Name: BASE PROPERTIES LLC
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723

Name: DO IT ENTERPRISES INC
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723

Name: H C I ACQUISITION CORP
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723

Name: H C I ACQUISITIONS CORP
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723

Name: HCI ACQUISITION CORP
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723

Name: HEALTH BUDDY
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723

Name: HOWARD M. SIEGEL
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723

Name: LIVE MESSAGE AMERICA ACQUISITION CORP.
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723

Name: MD ONCALL ACQUISITION CORP.
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723

Name: NEW FOCUS SPORTSWEAR INC, A CORPORATION
Address: OCEANSIDE, NY

Name: NM CALL CENTER, INC.
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723

Name: NORTH SHORE ANSWERING SERVICE, INC.
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723

Name: SAFE COM INC
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723

Name: SAFECOM SILENT PARTNER, INC.
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723

Name: SIEGEL HOWARD M
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723

Name: THE KONI FOUNDATION, INC.
Address: 250 S AUSTRALIAN AVE STE 1402, WEST PALM BCH FL 33401-5015

Name: TRIPS IN RESIN, INC.
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723

Associated People:

Business Contacts:

Name: JOHNSON JAMES
Contact Title - DOMAIN TECHNICAL CONTACT
Address: 2 [REDACTED]
Date Last Seen: 4/1/2002

Name: ALLISON KAPNER
Contact Title - DOMAIN ADMINISTRATIVE CONTACT
Address: 250 S [REDACTED]
Date Last Seen: 6/13/2002

Name: LEWIS KAPNER
SSN: xxx-xx-xxxx
Contact Title - DIRECTOR , DIRECTOR
Address: 250 S [REDACTED]
Date Last Seen: [REDACTED]

Name: HOWARD SIEGEL
Contact Title - DIRECTOR , DIRECTOR , PROCESS ADDRESS CONTACT
Address: 3265 [REDACTED] BLVD, OCEANSIDE NY 11572-3723
Date Last Seen: 7/18/2008

Name: HOWARD WIENER
Contact Title - DIRECTOR , DIRECTOR
Address: 2 [REDACTED]
Date Last Seen: 7/18/2008

Name: HOWARD WIENER
Contact Title - DIRECTOR
Address: 1551 F [REDACTED]
Date Last Seen: [REDACTED]

Assets:

Motor Vehicles:

[None Found]

Properties:

[None Found]

FAA Aircraft:

[None Found]

Watercraft:

[None Found]

Internet Domain Names Registered to Business:

(Click name to go to Web site associated with that name)

KONIFOUNDATION.COM
NICHOLASKONI.COM

IRS 5500

[None Found]

Executives:

Name: HOWARD SIEGEL
Contact Title - DIRECTOR , DIRECTOR
Date Last Seen: 7/18/2008

Name: HOWARD WIENER
Contact Title - DIRECTOR , DIRECTOR
Date Last Seen: 7/18/2008

Name: LEWIS KAPNER
Contact Title - DIRECTOR , DIRECTOR
Date Last Seen: 7/18/2008

Name: HOWARD WIENER
Contact Title - DIRECTOR
Date Last Seen: 3/2002

Important: The Public Records and commercially available data sources used on reports have errors. Data is sometimes entered poorly, processed incorrectly and is generally not free from defect. This system should not be relied upon as definitively accurate. Before relying on any data this system supplies, it should be independently verified. For Secretary of State documents, the following data is for information purposes only and is not an official record. Certified copies may be obtained from that individual state's Department of State.

Your DPPA Permissible Use: Court, Law Enforcement or Government Agencies
Your GLBA Permissible Use: Law Enforcement Purposes

Comprehensive Business Report

Date: 12/09/08

Company Information:

Company Name: FLORIDA SCIENCE FOUNDATION
Address: 250 S AUSTRALIAN AVE, WEST PALM BCH FL 33401-5018
Phone: 561-366-0084

Name Variations:

Company Name: THE FLORIDA SCIENCE FOUNDATION, INC.

Address Variations:

Address: 250 S AUSTRALIAN AVE, WEST PALM BCH FL 33401
County: PALM BEACH
Msa Description: West Palm Beach-Boca Raton, FL

Address: 250 S AUSTRALIAN AVE 1400, WEST PALM BCH FL 33401
County: PALM BEACH
Msa Description: West Palm Beach-Boca Raton, FL

Phone Variations:

Phone: 561-366-0084

Comprehensive Business Report Summary: (Click on Link to see detail)

Industry Information:
None Found
Company ID Numbers:
1 Found
Bankruptcies:
None Found
Liens and Judgments:
None Found
Corporation Filings:
1 Found
Registered Agents:
None Found
Business Registration:
1 Found
UCC Filings for Business:
None Found
Associated Businesses:
None Found
Business Contacts:
None Found
Motor Vehicles:
None Found
Properties:
None Found
FAA Aircrafts:
None Found
Watercrafts:
None Found
Internet Domain Names Registered to Business:
None Found
IRS 5500:

None Found
Executives:
None Found

Business Filings:**Industry Information:**

[None Found]

Company ID Numbers:

State of Origin: FL
Charter Number: N07000010684

Bankruptcies:

[None Found]

Liens & Judgments:

[None Found]

Corporation Filings:**Corporation Filings # 1**

THE FLORIDA SCIENCE FOUNDATION, INC. - As of: 10/16/2008
Name Type: LEGAL
Address: 250 S AUSTRALIAN AVE STE 1400, WEST PALM BEACH FL 33401-5016
Address Type: MAILING
Status: ACTIVE
Business Type: DOMESTIC NON PROFIT
Date Incorporated: 11/01/2007
Registered Agent: C T CORPORATION SYSTEM
Registered Agent Address: PLANTATION, FL 33324
Place Incorporation: FL

THE FLORIDA SCIENCE FOUNDATION, INC. - As of: 07/18/2008
Name Type: LEGAL
Address: 250 S AUSTRALIAN AVE STE 1400, WEST PALM BEACH FL 33401-5016
Address Type: MAILING
Status: ACTIVE
Business Type: DOMESTIC NON PROFIT
Date Incorporated: 11/01/2007
Registered Agent: C T CORPORATION SYSTEM
Registered Agent Address: PLANTATION, FL 33324
Place Incorporation: FL

THE FLORIDA SCIENCE FOUNDATION, INC. - As of: 03/31/2008
Name Type: LEGAL
Address: 250 S AUSTRALIAN AVE STE 1400, WEST PALM BEACH FL 33401-5016
Address Type: MAILING
Status: ACTIVE
Business Type: DOMESTIC NON PROFIT
Date Incorporated: 11/01/2007
Registered Agent: C T CORPORATION SYSTEM
Registered Agent Address: 1200 S PINE ISLAND RD, PLANTATION FL 33324-4413
Place Incorporation: FL

Officers and Directors:
THE FLORIDA SCIENCE FOUNDATION, INC. - As of: 10/16/2008
Officer: DARREN K INDYKE, ASSISTANT DIRECTOR, 457 MADISON AVE, NEW YORK NY 10022-6843

Annual Report Filings:
Filing Year: 2008
Filed Date: 09/17/2008

Registered Agents:

[None Found]

Business Registration:

Name: THE FLORIDA SCIENCE FOUNDATION INC
Mailing Address: 250 S AUSTRALIAN AVE STE 1400, WEST PALM BEACH FL 33401-5016
Filing Number: N07000010684
State of Registration: FL

Status: Active
Corporation Code: SOS
Expiration Date: 5/1/2008

UCC Filings for Business:
[None Found]

Associated Businesses:
[None Found]

Associated People:
Business Contacts:
[None Found]

Assets:

Motor Vehicles:
[None Found]

Properties:
[None Found]

FAA Aircraft:
[None Found]

Watercraft:
[None Found]

Internet Domain Names Registered to Business:
[None Found]

IRS 5500
[None Found]

Executives:
[None Found]

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0052

1999

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

For calendar year 1999, or tax year beginning 03/01/99, 1999, and ending 02/29/00

Use the IRS label. Otherwise, please print or type. See Specific Instructions.	Name of organization THE C.O.U.Q. FOUNDATION, INC.	A Employer identification number 13-3996471
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite C/O [REDACTED] ASSOCIATES, 110 EAST 59TH ST.	B Telephone number (see page 9 of the instructions)
	City or town, state, and ZIP + 4 NEW YORK, NY 10022	C If exemption application is pending, check here <input type="checkbox"/>
		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of assets at end of year (from Part II, col. (c), line 16) 379,318	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
		G If address changed, check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 9 of the instructions).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	575,000			
2 Contributions from split-interest trusts				
3 Interest on savings and temporary cash investments	123	123		
4 Dividends and interest from securities	5,379	5,379		
5a Gross rents				
b (Net rental income or (loss))				
6 Net gain or (loss) from sale of assets not on line 10	3,121			
7 Capital gain net income (from Part IV, line 2)		3,121		
8 Net short-term capital gain			3,121	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	583,623	8,623	3,121	
13 Compensation of officers, directors, trustees, etc.	48,077			48,077
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	5,327			5,327
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 12 of the instructions)	3,906			
19 Depreciation (attach schedule) and depletion	600			
20 Occupancy				
21 Travel, conferences and meetings	13,180			13,180
22 Printing and publications				
23 Other expenses (attach schedule)	84,111			84,111
24 Total operating and administrative expenses. Add lines 13 through 23	155,201			150,695
25 Contributions of gifts or grants paid	3,000			3,000
26 Total expenses and disbursements. Add lines 24 and 25	158,201	0	0	153,695
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	425,422			
b Net investment income (if negative, enter -0-)		8,623		
c Adjusted net income (if negative, enter -0-)			3,121	

JAN 25 '01

Operating and Administrative Expenses

For Paperwork Reduction Act Notice, see the Instructions.

Form 990-PF (1999)
10 P

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		13,485	32,216	32,216
	2	Savings and temporary cash investments			1,710	1,710
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 14 of the instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)			405,581	343,294
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment: basis	2,998				
	Less: accumulated depreciation (attach schedule)	900		2,698	2,098	
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see page 15 of the instructions. Also, see page 1, item 1)			16,183	441,605	379,318
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds			16,183	441,605
30	Total net assets or fund balances (see page 16 of the instructions)			16,183	441,605	
31	Total liabilities and net assets/fund balances (see page 16 of the instructions)			16,183	441,605	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	16,183
2	Enter amount from Part I, line 27a	2	425,422
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	441,605
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	441,605

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 750 SH AT&T		P	6/8/99	12/15/99
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 42,884		39,763	3,121	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (f) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 3,121
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 11 and 16 of the instructions). If (loss), enter -0- in Part I, line 8		{ }		3 3,121

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

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

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

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? . . . Yes No
If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 16 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
1998	54,655	6,642	8.2286
1997			
1996			
1995			
1994			
2 Total of line 1, column (d)			2 8.2286
3 Average distribution ratio for the 5-year base period-divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 4.1143
4 Enter the net value of noncharitable-use assets for 1999 from Part X, line 5			4 307,635
5 Multiply line 4 by line 3			5 1,265,703
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 86
7 Add lines 5 and 6			7 1,265,789
8 Enter qualifying distributions from Part XII, line 4			8 153,695

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 16.

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

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

1 Self-dealing (section 4941):

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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 after termination of government service, if terminating within 90 days.)

b If any answer is "Yes" to 1a(1)-(6), did ANY of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 18 of the Instructions)?

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 1999?

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)):

a At the end of tax year 1999, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 1999?

b 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 18 of the Instructions.)

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 Taxes on excess business holdings (section 4943):

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 1999 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 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 organization had excess business holdings in 1999.)

4 Taxes on investments that jeopardize charitable purposes (section 4944):

a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?

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 1999?

5 Taxes on taxable expenditures (section 4945) and political expenditures (section 4955):

a During the year did the organization pay or incur any amount to:

- (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 on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(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)?
(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 Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 19 of the Instructions)?

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).

Table with 3 columns: Question ID, Yes, No. Rows include 1b, 1c, 2b, 3b, 4a, 4b, 5b.

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 19 of the instructions):

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JEFFREY E. EPSTEIN 6100 RED HOOK QUARTERS, ST. THOMAS, VI	PRES/DIR ONE HOUR	0	0	0
DAREN K. INDYKE 457 MADISON AVENUE, NY, NY	/DIR ONE HOUR	0	0	0
GHISLAINE MAXWELL C/O N ASSOC.-110 E.59TH ST.NY,NY	TREAS./DIR ONE HOUR	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 19 of the instructions). If none, enter "NONE."

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

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

3 Five highest-paid independent contractors for professional services - (see page 19 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 20 of the instructions)

Describe any program-related investments made by the foundation during the tax year.	Amount
1	
2	
3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 20 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	288,614
b	Average of monthly cash balances	1b	23,706
c	Fair market value of all other assets (see page 21 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	312,320
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	312,320
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 21 of the instructions)	4	4,685
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part XIII, line 4	5	307,635
6	Minimum investment return. Enter 5% of line 5	6	15,382
XI Distributable Amount (see page 21 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here <input type="checkbox"/> and do not complete this part.)			
1	Minimum investment return from Part X, line 6	1	15,382
2a	Tax on investment income for 1999 from Part VI, line 5	2a	172
b	Income tax for 1999. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	172
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15,210
4a	Recoveries of amounts treated as qualifying distributions	4a	
b	Income distributions from section 4947(a)(2) trusts	4b	
c	Add lines 4a and 4b	4c	
5	Add lines 3 and 4c	5	15,210
6	Deduction from distributable amount (see page 22 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	15,210

Part XII Qualifying Distributions (see page 22 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	153,695
b	Program-related investments - total of lines 1-3 of Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XIII, line 8 and Part XIII, line 4	4	153,695
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 22 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	153,695

Note: The amount on line 6 will be used in Part XIII, 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 22 of the instructions)

	(a) Corpus	(b) Years prior to 1998	(c) 1998	(d) 1999
1 Distributable amount for 1999 from Part XI, line 7				15,210
2 Undistributed income, if any, as of the end of 1998:			0	
a Enter amount for 1998 only		0		
b Total for prior years				
3 Excess distributions carryover, if any, to 1999:				
a From 1994				
b From 1995				
c From 1996				
d From 1997				
e From 1998				54,323
f Total of lines 3a through e	54,323			
4 Qualifying distributions for 1999 from Part XII, line 4: 153,695				
a Applied to 1998, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required - see page 23 of the instructions)		0		
c Treated as distributions out of corpus (Election required - see page 23 of the instructions)	0			
d Applied to 1999 distributable amount				15,210
e Remaining amount distributed out of corpus	138,485			
5 Excess distributions carryover applied to 1999 (If an amount appears in column (d), the same amount must be shown in column (e).)				0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	192,808			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount - see page 23 of the instructions				
e Undistributed income for 1998. Subtract line 4a from line 2a. Taxable amount - see page 23 of the instructions				
f Undistributed income for 1999. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2000				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 23 of the instructions)	0			
8 Excess distributions carryover from 1994 not applied on line 5 or line 7 (see page 23 of the instructions)	0			
9 Excess distributions carryover to 2000. Subtract lines 7 and 8 from line 6a	192,808			
10 Analysis of line 9:				
a Excess from 1995				
b Excess from 1996				
c Excess from 1997				
d Excess from 1998				54,323
e Excess from 1999				138,485

Part XIV Private Operating Foundations (see page 24 of the instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 1999, enter the date of the ruling

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

	Tax year				(e) Total
	(a) 1999	(b) 1998	(c) 1997	(d) 1996	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(e)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year -- see page 24 of the instructions.)

1 Information Regarding Foundation Managers:

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

JEFFREY E. EPSTEIN

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc., (see page 24 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

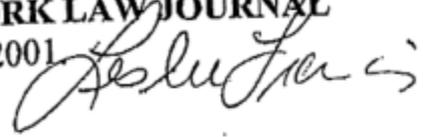
3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year STATEMENT 4				
Total				▶ 3a 3,000
b Approved for future payment				
Total				▶ 3b 0

STATE OF NEW YORK
County of New York, s:

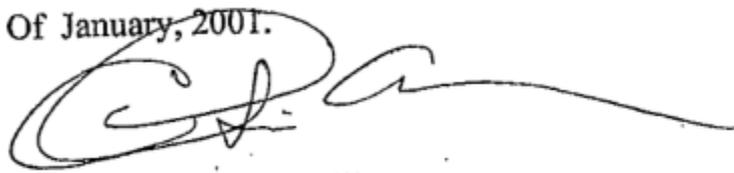
THE ANNUAL RETURN OF THE C.O.U.O. FOUNDATION for the fiscal year ended February 29, 2000 is available at its principal office located at c/o Delson Associates, 110 East 69th Street, New York, NY 10022 for inspection during regular business hours by any citizen who requests it within 150 days hereof. Principal Manager of the Foundation is JEFFREY E. EPSTEIN.

Leslie Francis, being duly sworn, says that she is the PRINCIPAL CLERK of the Publisher of the **NEW YORK LAW JOURNAL**, a Daily Newspaper; that the Advertisement hereto annexed has been published in the said **NEW YORK LAW JOURNAL** one time on the 5th day of January, 2001.



TO WIT: JANUARY 5, 2001

SWORN TO BEFORE ME, this 5th day }
Of January, 2001.



Christine A. Allen
Notary Public, State of New York
No. 01AL5072870
Qualified in Nassau County
Commission Expires Feb. 10, 2001

THE C.O.U.Q. FOUNDATION

13-3996471

Y/E 02/29/00

FORM 990PF

STATEMENT 1

PART I, LINE 1

CONTRIBUTIONS RECEIVED

Jeffrey E. Epstein 6100 Red Hook Quarters #2 St. Thomas, VI 00802	75,000
John J. Hannan c/o Apollo Management, LP 1301 Avenue of the Americas New York, NY 10019	166,667
William Mack c/o Apollo Management, LP 1301 Avenue of the Americas New York, NY 10019	166,666
Leon Black c/o Apollo Management, LP 1301 Avenue of the Americas New York, NY 10019	166,667
Total	<u>575,000</u>

STATEMENT 2

PART I, LINE 23

OTHER EXPENSES

Bank Charges	21
Research	75,000
Filing Fees	619
Health Insurance	3,436
Miscellaneous	25
Office Expense	850
Payroll Expense	1,402
Telephone	2,758
Total	<u>84,111</u>

THE C.O.U.Q. FOUNDATION

13-3996471

Y/E 02/29/00

FORM 990PF

STATEMENT 3

PART II, LINE 10(b)

INVESTMENTS, CORPORATE STOCK

	<u>Book Value</u>	<u>Market Value</u>
7,650 SH AT&T	405,581	343,294

STATEMENT 4

PART XV, LINE 3

CONTRIBUTIONS PAID

05/03/99	World Economic Forum	\$3,000
----------	----------------------	---------

Form 2758

(Rev. June 1998)

Application for Extension of Time to File Certain Excise, Income, Information, and Other Returns

OMB No. 1545-0148

Department of the Treasury
Internal Revenue Service

File a separate application for each return.

Employer identification number

13-3996471

See type or
...nt. File the
original and
one copy by
the due date
for filing your
return. See
instructions on
back.

Name

THE C.O.U.Q. FOUNDATION, INC.

Number, street, and room or suite no. (or P.O. box no. if mail is not delivered to street address)

C/O [REDACTED] ASSOCIATES, 110 EAST 59TH STREET

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

NEW YORK, NY 10022

Note: Corporate income tax return filers must use Form 7004 to request an extension of time to file. Partnerships, REMICs, and trust must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

1 I request an extension of time until JANUARY 15, 2001, to file (check only one):

- | | | | |
|-------------------------------------------------|-------------------------------------------------------------------|---------------------------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 706-GS(D) | <input type="checkbox"/> Form 990-T (sec. 401(e) or 408(a) trust) | <input type="checkbox"/> Form 1120-ND (sec. 4951 taxes) | <input type="checkbox"/> Form 8612 |
| <input type="checkbox"/> Form 706-GS(T) | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 3520-A | <input type="checkbox"/> Form 8613 |
| <input type="checkbox"/> Form 990 or 990-EZ | <input type="checkbox"/> Form 1041 (estate) (see instructions) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8725 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 5227 | <input type="checkbox"/> Form 8804 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1042 | <input type="checkbox"/> Form 8069 | <input type="checkbox"/> Form 8831 |

If the organization does not have an office or place of business in the United States, check this box

2a For calendar year _____, or other tax year beginning 03/01/99 and ending 02/28/2000

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

3 Has an extension of time to file been previously granted for this tax year? Yes No

4 State in detail why you need the extension: INFORMATION NECESSARY FOR THE PROPER COMPLETION OF THE RETURN IS NOT YET AVAILABLE.

5a If this form is for Form 706-GS(D), 706-GS(T), 990-BL, 990-PF, 990-T, 1041 (estate), 1042, 1120-ND, 4720, 8069, 8612, 8613, 8725, 8804, or 8831, enter the tentative tax, less any nonrefundable credits. See instructions \$ 200

If this form is for Form 990-PF, 990-T, 1041 (estate), 1042, or 8804, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ 200

Balance due. Subtract line 5b from line 5a. Include your payment with this form, or deposit with FTD \$ 0

Signature and Verification

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

Signature [Signature] Title CPA Date 10/10/00

FILE ORIGINAL AND ONE COPY. The IRS will show below whether or not your application is approved and will return the copy.

- Notice to Applicant - To Be Completed by the IRS
- We HAVE approved your application. Please attach this form to your return.
 - We HAVE NOT approved your application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of your return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to your return.
 - We HAVE NOT approved your application. After considering the reasons stated in item 4, we cannot grant your request for an extension of time to file. We are not granting the 10-day grace period.
 - We cannot consider your application because it was filed after the due date of the return for which an extension was requested.
 - Other: _____

EXTENSION APPROVED
NOV 02 2000

RICHARD CREAMER, DIRECTOR
Date

If you want a copy of this form to be returned to an address other than that shown above, please enter the address to which the copy should be sent.

Name [REDACTED] ASSOCIATES
Number, street, and room or suite no. (or P.O. box no. if mail is not delivered to street address) 110 EAST 59TH STREET
City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10022

Form **990-PF**

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

Department of the Treasury
Internal Revenue Service

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

For calendar year 2000, or tax year beginning 03/01/00, 2000, and ending 02/28/01

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of organization
THE C.O.U.Q. FOUNDATION, INC.

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
C/O [REDACTED] ASSOCIATES, 110 EAST 59TH ST

City or town, state, and ZIP code
NEW YORK, NY 10022

A Employer identification number
13-3996471

B Telephone number (see page 10 of the instructions)

- C If exemption application is pending, check here
- D 1. Foreign organizations, check here
- 2. Foreign organizations meeting the 85% test, check here and attach computation
- E If private foundation status was terminated under section 507(b)(1)(A), check here
- F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **47,821** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual Other (specify) _____

Part I

Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 10 of the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Distributions from split-interest trusts				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	4,457	4,457		
5a Gross rents				
b (Net rental income or (loss))				
6a Net gain or (loss) from sale of assets not on line 10	-147,137			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modification				
10a Gross sales less cost and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	-142,680	4,457	0	
13 Compensation of officers, directors, trustees, etc.	10,638			10,638
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	20			
19 Depreciation (attach schedule) and depletion	600			
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	72,617			72,617
24 Total operating and administrative expenses. Add lines 13 through 23	83,875			83,255
25 Contributions, gifts, grants paid	100,000			100,000
26 Total expenses and disbursements. Add lines 24 and 25	183,875		0	183,255
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-326,555			
b Net investment income (if negative, enter -0-)		4,457		
c Adjusted net income (if negative, enter -0-)			0	

SCANNED OCT 03 '01

Operating and Administrative Expenses

For Paperwork Reduction Act Notice, see the instructions.

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		32,216	2,144	2,144	
	2	Savings and temporary cash investments		1,710	79	79	
	3	Accounts receivable					
		Less: allowance for doubtful accounts					
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
	7	Other notes and loans receivable (attach schedule)					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10 a	Investments - U.S. and state government obligations (attach schedule)					
	b	Investments - corporate stock (attach schedule)			405,581	111,329	44,100
	c	Investments - corporate bonds (attach schedule)					
	Liabilities	11	Investments - land, buildings, and equipment: basis				
		Less: accumulated depreciation (attach schedule)					
12		Investments - mortgage loans					
13		Investments - other (attach schedule)					
14		Land, buildings, and equipment: basis	2,998				
	Less: accumulated depreciation (attach schedule)	1,500		2,098	1,498	1,498	
15	Other assets (describe)						
16	Total assets (to be completed by all filers - see page 16 of the instructions. Also, see page 1, item 1)			441,605	115,050	47,821	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)					
23	Total liabilities (add lines 17 through 22)						
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds			441,605	115,050	
30	Total net assets or fund balances (see page 17 of the instructions)			441,605	115,050		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)			441,605	115,050		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	441,605
2	Enter amount from Part I, line 27a	2	-326,555
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	115,050
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	115,050

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	700 SH AT&T	P	06/08/99	06/30/00
b	700 SH AT&T	P	06/08/99	07/07/00
c	1,650 SH AT&T	P	06/08/99	08/30/00
d	2,500 SH AT&T	P	06/08/99	12/09/00
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 22,371		37,112	-14,741	
b 22,967		37,112	-14,145	
c 51,150		87,478	-36,328	
d 50,627		132,550	-81,923	
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 -147,137
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	{ }		3

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

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

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

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? . . . Yes No
If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
1999	153,695	307,635	0.499602
1998	54,655	6,642	8.228697
1997			
1996			
1995			

2	Total of line 1, column (d)	8.728299
3	Average distribution ratio for the 5-year base period-divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	4.364150
4	Enter the net value of noncharitable-use assets for 2000 from Part X, line 5	208,595
5	Multiply line 4 by line 3	910,340
6	Enter 1% of net investment income (1% of Part I, line 27b)	45
7	Add lines 5 and 6	910,385
8	Enter qualifying distributions from Part XII, line 4	183,255

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary - see instructions) Domestic organizations that meet the section 4940(e) requirements in Part VII, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	89
c	All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	2	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	89
3	Add lines 1 and 2	4	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	89
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	6	
6	Credits/Payments:		
a	2000 estimated tax payments and 1999 overpayment credited to 2000	6a	28
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	28
8	Enter any penalty or underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	61
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2001 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
d		
2		X
3		X
4 a		X
4 b	N	A
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X
11	X	
12		

1 a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities.

c Did the organization file Form 1120-POL for this year?

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. ▶ \$ _____
Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers. ▶ \$ _____

2 Has the organization engaged in any activities that have not previously been reported to the IRS?
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 of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4 a Did the organization have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
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:
• 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?

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.

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 General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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 2000 or the taxable year beginning in 2000 (see instructions for Part XIV on page 25)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?

12 The books are in care of [REDACTED] ASSOCIATES Telephone no. ▶ (212) 909-9680
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 ▶ 13

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

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

	Yes	No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	<input type="checkbox"/>	
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 2000?		<input checked="" type="checkbox"/>
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)):		
a At the end of tax year 2000, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2000?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ▶ 19 _____, 19 _____, 19 _____, 19 _____		
b 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 20 of the instructions.)		<input checked="" type="checkbox"/>
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 19 _____, 19 _____, 19 _____, 19 _____		
3 a Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2000 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 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 organization had excess business holdings in 2000.)		<input checked="" type="checkbox"/>
4 a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?		<input checked="" type="checkbox"/>
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 2000?		<input checked="" type="checkbox"/>
5 a During the year did the organization pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	<input type="checkbox"/>	
Organizations relying on a current notice regarding disaster assistance check here		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		<input checked="" type="checkbox"/>
If you answered "Yes" to 6b, also file Form 8870.		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 20 of the instructions):

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JEFFREY EPSTEIN 6100 RED HOOK QUARTERS, ST. THOMAS, VI	PRES/DIR ONE HOUR	0	0	0
DARREN K. INDYKE 457 MADISON AVENUE, NY, NY	/DIR ONE HOUR	0	0	0
GHISLAINE MAXWELL C/O ASSOC., 110 E59 ST., NY, NY	TREAS/DIR ONE HOUR	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 21 of the instructions). If none, enter "NONE."

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

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

3 Five highest-paid independent contractors for professional services - (see page 21 of the instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 22 of the instructions)

	Amount
1 Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	
2	
3 All other program-related investments. See page 22 of the instructions.	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 22 of the instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	193,697
b Average of monthly cash balances	1b	18,075
c Fair market value of all other assets (see page 23 of the instructions)	1c	
d Total (add lines 1a, b, and c)	1d	211,772
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	0
3 Subtract line 2 from line 1d	3	211,772
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 23 of the instructions)	4	3,177
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part III, line 4	5	208,595
6 Minimum investment return. Enter 5% of line 5	6	10,430

Part XI Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1 Minimum investment return from Part X, line 6		10,430
2a Tax on investment income for 2000 from Part VI, line 5	2a	89
2b Income tax for 2000. (This does not include the tax from Part VI.)	2b	
2c Add lines 2a and 2b	2c	89
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	10,341
4a Recoveries of amounts treated as qualifying distributions	4a	
4b Income distributions from section 4947(a)(2) trusts	4b	
4c Add lines 4a and 4b	4c	
5 Add lines 3 and 4c	5	10,341
6 Deduction from distributable amount (see page 23 of the instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	10,341

Part XII Qualifying Distributions (see page 24 of the instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	183,255
b Program-related investments - total of lines 1-3 of Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part III, line 8 and Part XIII, line 4	4	183,255
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	183,255

Note: The amount on line 6 will be used in Part III, 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)

	(a) Corpus	(b) Years prior to 1999	(c) 1999	(d) 2000
1 Distributable amount for 2000 from Part XI, line 7				10,341
2 Undistributed income, if any, as of the end of 1999:			0	
a Enter amount for 1999		0		
b Total for prior years:				
3 Excess distributions carryover, if any, to 2000:				
a From 1995				
b From 1996				
c From 1997				
d From 1998		54,323		
e From 1999		138,485		
f Total of lines 3a through e		192,808		
4 Qualifying distributions for 2000 from Part XII, line 4: ▶ 183,255			0	
a Applied to 1999, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 25 of the instructions)		0		
c Treated as distributions out of corpus (Election required - see page 25 of the instructions)	0			10,341
d Applied to 2000 distributable amount	172,914			
e Remaining amount distributed out of corpus				0
5 Excess distributions carryover applied to 2000 (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:	365,722			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount - see page 25 of the instructions		0		
e Undistributed income for 1999. Subtract line 4a from line 2a. Taxable amount - see page 25 of the instructions			0	
f Undistributed income for 2000. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2001				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			
8 Excess distributions carryover from 1995 not applied on line 5 or line 7 (see page 25 of the instructions)	0			
9 Excess distributions carryover to 2001. Subtract lines 7 and 8 from line 6a	365,722			
10 Analysis of line 9:				
a Excess from 1996				
b Excess from 1997				
c Excess from 1998		54,323		
d Excess from 1999		138,485		
e Excess from 2000		172,914		

Part XIV Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2000, enter the date of the ruling

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

	Tax year		Prior 3 years		(e) Total
	(a) 2000	(b) 1999	(c) 1998	(d) 1997	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(D)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year -- see page 26 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

JEFFREY E. EPSTEIN

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 26 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i> STATEMENT</p>				
<p>Total ▶ 3a</p>				<p>100,000</p>
<p>b <i>Approved for future payment</i></p>				
<p>Total ▶ 3b</p>				<p>0</p>

THE C.O.U.Q. FOUNDATION
13-3996471
Y/E 02/28/01
FORM 990PF

STATEMENT 1

PART I. LINE 23
OTHER EXPENSES

Bank Charges	36
Consulting & Research	50,000
Filing Fees	180
Health Insurance	3,974
Office Expense	145
Payroll Expense	1,284
Telephone	226
Total	<u>55,845</u>

STATEMENT 2

PART II. LINE 10(b)
INVESTMENTS, CORPORATE STOCK

	<u>Book Value</u>	<u>Market Value</u>
2,100 SH AT&T	111,329	44,100

STATEMENT 3

PART XV. LINE 3
CONTRIBUTIONS PAID

07/06/00	World Economic Forum	\$50,000
05/04/00	Ionia, Inc.	\$50,000
Total		<u>\$100,000</u>

Form **990-PF**

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

OMB No 1545 0052

2001

Department of the Treasury
 Internal Revenue Service

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

For calendar year 2001, or tax year beginning 03/01/01, 2001, and ending 02/28/02

Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label Otherwise, print or type See Specific Instructions

Name of organization: **THE C O U Q FOUNDATION, INC**

Employer Identification number: **13-3996471**

Number and street (or P O box number if mail is not delivered to street address) Room/suite: **C/O [REDACTED] ASSOCIATES, 110 EAST 59TH ST.**

City or town, state, and ZIP code: **NEW YORK, NY 10022**

Telephone number (see page 10 of the instructions):

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **12,573,103**

J Accounting method Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis)

C If exemption application is pending check here

D 1 Foreign organizations check here
 2 Foreign organizations meeting the 85% test check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A) check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 10 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (attach schedule) if the foundation is not required to attach Sch B	32			
2	Distributions from split-interest trusts				
3	Interest on savings and temporary cash investments	39,223	39,223		
4	Dividends and interest from securities	219,790	219,790		
5a	Gross rents				
b	(Net rental income or (loss))				
6a	Net gain or (loss) from sale of assets not on line 10	13,101,951			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		13,101,951		
8	Net short-term capital gain			13,168,397	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	13,360,996	13,360,964	13,168,397	
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	1,962			1,962
b	Accounting fees (attach schedule)	4,332			4,332
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	253			
19	Depreciation (attach schedule) and depletion	600			
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ST 2	50,809			50,809
24	Total operating and administrative expenses. Add lines 13 through 23	57,956			57,103
25	Contributions, gifts, grants paid	845,000			845,000
26	Total expenses and disbursements. Add lines 24 and 25	902,956	0	0	902,103
27	Subtract line 26 from line 12	12,458,040			
a	Excess of revenue over expenses and disbursements		13,360,964		
b	Net investment income (if negative, enter -0-)		13,360,964		
c	Adjusted net income (if negative, enter -0-)			13,168,397	

JSA
 151410 1-000
 MED
 001 0 4 002
 RECEIVED
 SEP 19 2002
 OGDEN, UT

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	2,144	14,811	14,811
	2	Savings and temporary cash investments	79	12,307,404	12,307,404
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	111,329		
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis	2,988			
	Less accumulated depreciation (attach schedule)	2,100	1,498	888	
15	Other assets (describe <u>Property rights</u>)		250,000	250,000	
16	Total assets (to be completed by all filers - see page 16 of the instructions. Also, see page 1, item I)	115,050	12,573,103	12,573,103	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31 <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg. and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	115,050	12,573,103	
30	Total net assets or fund balances (see page 17 of the instructions)	115,050	12,573,103		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	115,050	12,573,103		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	115,050
2	Enter amount from Part I, line 27a	2	12,458,040
3	Other increases not included in line 2 (itemize) <u>Rounding</u>	3	13
4	Add lines 1, 2, and 3	4	12,573,103
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,573,103

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock 200 shs MLC Co.)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Statement 3				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	13,101,951
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			3	13,168,397

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

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

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

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2000	183,255	208,595	0.878521
1999	153,695	307,635	0.499602
1998	54,655	6,642	8.228697
1997			
1996			
2 Total of line 1, column (d)			2 9,606,820
3 Average distribution ratio for the 5-year base period-divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 3,202,273
4 Enter the net value of noncharitable-use assets for 2001 from Part X, line 5			4 7,498,097
5 Multiply line 4 by line 3			5 24,010,954
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 133,610
7 Add lines 5 and 6			7 24,144,564
8 Enter qualifying distributions from Part XII, line 4			8 902,103

If line 8 is equal to or greater than line 7, check the box in Part VI line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1
 Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)
 Domestic organizations that meet the section 4940(e) requirements in Part I check here and enter 1% of Part I, line 27b

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 267,219

3 Add lines 1 and 2 267,219

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 267,219

5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0- 267,219

6 Credits/Payments

6 a	
6 b	
6 c	89
6 d	

7 Total credits and payments Add lines 6a through 6d 89

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached 6,609

9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed 273,739

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2002 estimated tax Refunded 11

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities		X
c Did the organization file Form 1120-POL for this year? Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the organization ▶ \$ _____ (2) On organization managers ▶ \$ _____		X
2 Has the organization engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the organization have unrelated business gross income of \$1,000 or more during the year?		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? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
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	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 General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
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 2001 or the taxable year beginning in 2001 (see instructions for Part XIV on page 25)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address ▶ _____	X	
The books are in care of ▶ [redacted] 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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 13		

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

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

	Yes	No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 19 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>
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?		<input checked="" type="checkbox"/>
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))		
a 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? If "Yes," list the years	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b 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)		<input type="checkbox"/>
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b 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 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 organization had excess business holdings in 2001)		<input type="checkbox"/>
4 a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?		<input checked="" type="checkbox"/>
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 2001?		<input checked="" type="checkbox"/>
5 a During the year did the organization pay or incur any amount to		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>
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)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870		<input checked="" type="checkbox"/>

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 20 of the instructions)

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Jeffrey Epstein 6100 Red Hook Quarter, St Thomas VI	Pres/Dir One Hour	0	0	0
Darren K Indyke 457 Madison Avenue, New York, NY	Pres/Dir One Hour	0	0	0
Ghislaine Maxwell c/o Delson Asso., 110 E 59th St NY, NY	Treas/Dir One Hour	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 21 of the instructions) If none, enter "NONE"

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

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

3 Five highest-paid independent contractors for professional services - (see page 21 of the instructions) If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 21 of the instructions)

	Amount
1 Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	
2	
3 All other program-related investments See page 22 of the instructions	
Total Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 22 of the instructions)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	1,366,729
b Average of monthly cash balances	1b	6,162,219
c Fair market value of all other assets (see page 22 of the instructions)	1c	83,333
d Total (add lines 1a, b, and c)	1d	7,612,281
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	7,612,281
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 23 of the instructions)	4	114,184
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part III, line 4	5	7,498,097
6 Minimum investment return. Enter 5% of line 5	6	374,905

Part XI Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1 Minimum investment return from Part X, line 6		1	374,905
2a Tax on investment income for 2001 from Part VI, line 5	2a	267,219	
2b Income tax for 2001 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c	267,219	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	107,686	
4a Recoveries of amounts treated as qualifying distributions	4a		
4b Income distributions from section 4947(a)(2) trusts	4b		
c Add lines 4a and 4b	4c		
5 Add lines 3 and 4c	5	107,686	
6 Deduction from distributable amount (see page 23 of the instructions)	6		
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	107,686	

Part XII Qualifying Distributions (see page 23 of the instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	902,103
b Program-related investments - Total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part III, line 8 and Part XIII, line 4	4	902,103
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	902,103

Note The amount on line 6 will be used in Part III, 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)

	(a) Corpus	(b) Years prior to 2000	(c) 2000	(d) 2001
1 Distributable amount for 2001 from Part XI, line 7				107,686
2 Undistributed income if any as of the end of 2000			0	
a Enter amount for 2000 only		0		
b Total for prior years				
3 Excess distributions carryover, if any, to 2001				
a From 1996				
b From 1997				
c 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 XII, line 4				902,103
a Applied to 2000, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required - see page 24 of the instructions)		0		
c Treated as distributions out of corpus (Election required - see page 24 of the instructions)	0			
d Applied to 2001 distributable amount				107,686
e Remaining amount distributed out of corpus	794,417			0
5 Excess distributions carryover applied to 2001 (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	1,160,139			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b Taxable amount - see page 25 of the instructions		0		
e Undistributed income for 2000 Subtract line 4a from line 2a Taxable amount - see page 25 of the instructions			0	
f Undistributed income for 2001 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2002				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			
8 Excess distributions carryover from 1996 not applied on line 5 or line 7 (see page 25 of the instructions)	0			
9 Excess distributions carryover to 2002 Subtract lines 7 and 8 from line 6a	1,160,139			
10 Analysis of line 9				
a Excess from 1997				
b Excess from 1998				54,323
c Excess from 1999				138,485
d Excess from 2000				172,914
e Excess from 2001				794,417

Part XIV Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2001, enter the date of the ruling

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

	Tax year		Prior 3 years		(e) Total
	(a) 2001	(b) 2000	(c) 1999	(d) 1998	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a . . .					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . .					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . .					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . .					
b "Endowment" alternative test. Enter 2/3 of minimum investment return shown in Part X line 6 for each year listed					
c "Support" alternative test enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities, loans (section 512(e)(5)) or royalties) . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) . . .					
(3) Largest amount of support from an exempt organization . . .					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see page 26 of the instructions)

1 Information Regarding Foundation Managers

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

Jeffrey E. Epstein

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs.

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 26 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

- c** Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a</i> Paid during the year Statement 4				
Total				▶ 3a 845,000
<i>b</i> Approved for future payment None				
Total				▶ 3b 0

THE C.O.U.Q. FOUNDATION, INC.

13-3996471

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

STATEMENT 1

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

Contributions Received

From Leshe H Wexner, as Grantor of
The Wexner Children's Trust



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	<u>305</u>
Total	<u><u>50,809</u></u>

STATEMENT 3

THE C.O.U.Q. FOUNDATION, INC.

13-3996471

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

PART IV. CAPITAL GAINS AND LOSSES

Number of Shares	Description	How Acquired	Date Acquired	Date Sold	Sales Price	Cost	Gain (Loss)
2,000	Too, Inc	D	4/23/01	4/22/01	38,939	1	38,938
23,000	Too, Inc	D	4/23/01	4/27/01	444,802	2	444,800
3,200	Too, Inc	D	4/23/01	5/2/01	63,901	1	63,900
50,000	Too, Inc	D	4/23/01	5/8/01	932,799	3	932,796
15,700	Too, Inc	D	4/23/01	5/10/01	297,830	2	297,828
18,800	Too, Inc	D	4/23/01	5/10/01	353,692	3	353,689
70,000	Too, Inc	D	4/23/01	5/16/01	1,333,687	3	1,333,684
17,300	Too, Inc	D	4/23/01	5/17/01	365,487	2	365,485
2,100	AT&T	P	6/8/99	5/21/01	44,883	111,329	-66,446
100,000	Too, Inc	D	4/23/01	5/24/01	2,433,051	5	2,433,046
143,600	Too, Inc	D	4/23/01	5/31/01	3,321,141	5	3,321,136
136,200	Too, Inc	D	4/23/01	6/6/01	3,583,100	5	3,583,095
					<u>13,213,312</u>	<u>111,361</u>	<u>13,101,951</u>

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

STATEMENT 4

PART I, LINE 25 AND PART LINE 3
CONTRIBUTIONS PAID

UNRESTRICTED

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	<u>25,000</u>
		<u>845,000</u>

Form 8868
(December 2000)

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

File a separate application for each return

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

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

Note: Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization THE C.O.U.Q. FOUNDATION, INC.	Employer Identification number 13-3996471
	Number, street, and room or suite no. If a P.O. box, see instructions C/O [REDACTED] ASSOCIATES, 110 EAST 59TH STREET	
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10022	

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

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

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

1 I request an automatic 3-month (6-month, for 990-T corporation) extension of time until OCTOBER 15, 2002, to file the exempt organization return for the organization named above. The extension is for the organization's return for calendar year _____ or tax year beginning March 1, 2001, and ending February 28, 2002.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions \$ 89

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit \$ 0

c Balance Due. Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions \$ 89

Signature and Verification

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

Signature [Signature] Title CPA Date 7/2/02

For Paperwork Reduction Act Notice, see Instruction Form 8868 (12-2000)

Form 990-PF Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

2002

For calendar year 2002, or tax year beginning March 1, 2002, and ending February 28, 2003

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

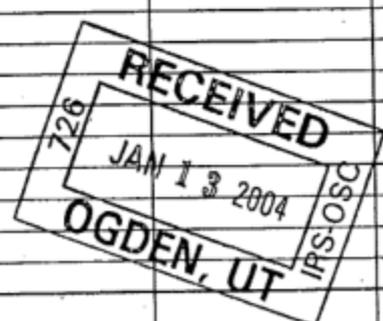
Name of organization: THE C.O.U.Q. FOUNDATION, INC. Employer identification number: 13-3996471. Address: C/O [redacted] ASSOCIATES, 110 EAST 59TH STR, NEW YORK, NY 10022.

H Check type of organization: Section 501(c)(3) exempt private foundation. J Accounting method: Cash. Fair market value of all assets at end of year: 11,252,977.

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 10 of the instructions))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include contributions, interest, dividends, net gain, other income, and total operating and administrative expenses.

SCANNED JAN 15 2004



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	14,811		
	2	Savings and temporary cash investments		11,252,689	11,252,689
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	2,988 2,700	888	288
15	Other assets (describe ▶ <u>property rights</u>)	250,000			
16	Total assets (to be completed by all filers - see page 16 of the instructions. Also, see page 1, item I)	12,573,103	11,252,977	11,252,977	
Liabilities	17	Accounts payable and accrued expenses		9,619	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		9,619	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	12,573,103	11,243,358		
30	Total net assets or fund balances (see page 16 of the instructions)	12,573,103	11,243,358		
31	Total liabilities and net assets/fund balances (see page 16 of the instructions)	12,573,103	11,252,977		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	12,573,103
2	Enter amount from Part I, line 27a	2	-1,329,744
3	Other increases not included in line 2 (itemize) ▶	3	243,359
4	Add lines 1, 2, and 3	4	11,243,359
5	Decreases not included in line 2 (itemize) ▶ <u>Rounding</u>	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,243,358

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 12 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			3	

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

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

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

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? . . . Yes No
If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 17 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
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
1997			

2 Total of line 1, column (d)	2	9.727130
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	2.431782
4 Enter the net value of noncharitable-use assets for 2002 from Part X, line 5	4	12,221,528
5 Multiply line 4 by line 3	5	29,720,092
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,953
7 Add lines 5 and 6	7	29,722,045
8 Enter qualifying distributions from Part XII, line 4	8	1,245,915

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 17.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 17 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter, _____ (attach copy of ruling letter if necessary - see instructions)	1	3,906
	Domestic organizations that meet the section 4940(e) requirements in Part I check here <input type="checkbox"/> 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	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	3,906
3	Add lines 1 and 2	4	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	3,906
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2002 estimated tax payments and 2001 overpayment credited to 2002	6a	5,000
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	5,000
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,094
11	Enter the amount of line 10 to be Credited to 2003 estimated tax <input type="checkbox"/> 1,094 Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		x
1b		x
1c		x
2		x
3		x
4a		x
4b	N	A
5		x
6	x	
7	x	
8a		
8b	x	
9		x
10		x
11	x	

1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 18 of the instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities

1c Did the organization file Form 1120-POL for this year?

2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the organization \$ _____ (2) On organization managers. \$ _____

e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers \$ _____

2 Has the organization engaged in any activities that have not previously been reported to the IRS?
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 of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a Did the organization have unrelated business gross income of \$1,000 or more during the year?

4b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
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:
• 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?

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

8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) New York _____

8b If the answer is "Yes" to line 7, has the organization 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

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 2002 or the taxable year beginning in 2002 (see instructions for Part XIV on page 25)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?

Web site address _____

The books are in care of _____ 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 and enter the amount of tax-exempt interest received or accrued during the year 13

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

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

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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?
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 19 of the instructions)?
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 2002?
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)).
a At the end of tax year 2002, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2002?
b 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?
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 2002 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 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?
4 a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2002?
5 a During the year did the organization pay or incur any amount to:
(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 on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(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)?
(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 Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 20 of the instructions)?
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?
6 a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If you answered "Yes" to 6b, also file Form 8870

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 20 of the instructions):

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Jeffrey E. Epstein 6100 Red Hook Quarters, St. Thomas, VI	Pres/Dir. One hour	0	0	0
Darren K. Indyke 457 Madison Ave., New York, NY	Pres/Dir One hour	0	0	0
Ghislaine Maxwell c/o [REDACTED] Assoc., 110 E. 59th St. NY	Treas/Dir One hour	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 20 of the instructions). If none, enter "NONE."

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

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

3 Five highest-paid independent contractors for professional services - (see page 20 of the instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 21 of the instructions)

	Amount
1 Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	
2	
3 All other program-related investments. See page 21 of the instructions.	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 21 of the instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	
b Average of monthly cash balances	1b	12,282,643
c Fair market value of all other assets (see page 22 of the instructions)	1c	125,000
d Total (add lines 1a, b, and c)	1d	12,407,643
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	12,407,643
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 22 of the instructions)	4	186,115
Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part III, line 4	5	12,221,528
Minimum investment return. Enter 5% of line 5	6	611,076

Part XI Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	611,076
2a Tax on investment income for 2002 from Part VI, line 5	2a	3,906
b Income tax for 2002. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	3,906
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	607,170
4a Recoveries of amounts treated as qualifying distributions	4a	
b Income distributions from section 4947(a)(2) trusts	4b	
c Add lines 4a and 4b	4c	
5 Add lines 3 and 4c	5	607,170
6 Deduction from distributable amount (see page 23 of the instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	607,170

Part XII Qualifying Distributions (see page 23 of the instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,245,915
b Program-related investments - Total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part III, line 8, and Part XII, line 4	4	1,245,915
Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	
Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,245,915

Note: The amount on line 6 will be used in Part III, 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)

	(a) Corpus	(b) Years prior to 2001	(c) 2001	(d) 2002
1 Distributable amount for 2002 from Part XI, line 7				607,170
2 Undistributed income, if any, as of the end of 2001:				
a Enter amount for 2001 only			0	
b Total for prior years		0		
3 Excess distributions carryover, if any, to 2002:				
a From 1997				
b From 1998	54,323			
c From 1999	138,485			
d From 2000	172,914			
e From 2001	794,417			
f Total of lines 3a through e	1,160,139			
4 Qualifying distributions for 2002 from Part XII, line 4 ▶ \$ <u>1,245,915</u>				
a Applied to 2001, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required - see page 24 of the instructions)		0		
c Treated as distributions out of corpus (Election required - see page 24 of the instructions)	0			
d Applied to 2002 distributable amount				607,170
e Remaining amount distributed out of corpus	638,745			
5 Excess distributions carryover applied to 2002 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,798,884			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount - see page 24 of the instructions		0		
e Undistributed income for 2001. Subtract line 4a from line 2a. Taxable amount - see page 24 of the instructions			0	
f Undistributed income for 2002. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2003				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 24 of the instructions)	0			
8 Excess distributions carryover from 1997 not applied on line 5 or line 7 (see page 25 of the instructions)	0			
9 Excess distributions carryover to 2003. Subtract lines 7 and 8 from line 6a	1,798,884			
10 Analysis of line 9:				
a Excess from 1998	54,323			
b Excess from 1999	138,485			
c Excess from 2000	172,914			
d Excess from 2001	794,417			
e Excess from 2002	638,745			

Part XIV Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2002, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2002	(b) 2001	(c) 2000	(d) 1999	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(e)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see page 25 of the instructions.)

1 Information Regarding Foundation Managers:

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

Jeffrey E. Epstein

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 25 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number of the person to whom applications should be addressed:
- b** The form in which applications should be submitted and information and materials they should include:
- c** Any submission deadlines:
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year Statement 2				
Total				▶ 3a 1,245,000
b Approved for future payment NONE				
Total				▶ 3b 0

THE C.O.U.Q. FOUNDATION
13-3996471
FORM 990-PF -Y/E 02/28/03

STATEMENT 1

PART I, LINE 23
OTHER EXPENSES

Bank Charges	60
Filing Fees	<u>855</u>
Total	<u>915</u>

THE C.O.U.Q. FOUNDATION, INC..
13-3996471
FORM 990-PF Y/E 2/28/03

STATEMENT 2

PART I, LINE 25 AND PART LINE 3
CONTRIBUTIONS PAID

UNRESTRICTED - CASH

5/6/02	Stockholm School of Economics	25,000
5/6/02	Santa Fe Institute	50,000
5/14/02	Engines for Education	62,500
5/28/02	The Prize for Promise	10,000
5/30/02	Harvard University	200,000
6/20/02	Engines for Education	62,500
9/3/02	Council on Foreign Relations	25,000
9/3/02	Trilateral Commission	25,000
9/5/02	New York University	7,000
9/9/02	The Prize for Promise	71,000
9/11/02	Santa Fe Institute	100,000
9/23/02	Massachusetts Institute of Technology	100,000
10/4/02	Ballet Florida	15,000
11/11/02	The Schneider Fund	7,000
2/1/03	Neurosciences Research Foundation, Inc.	250,000
2/7/03	The Dalton School	75,000
2/19/03	Harvard University	110,000
2/25/03	Edge Foundation, Inc.	50,000
		<u>1,245,000</u>

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

Return of Private Foundation

OMB No 1545-0052

2003

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

For calendar year 2003, or tax year beginning **March 1**, 2003, and ending **February 29, 2004**
 G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of organization: **The C.O.U.Q. Foundation, Inc.**

Number and street (or P O box number if mail is not delivered to street address) Room/suite: **c/o [redacted] Associates, 110 East 59th St.**

City or town, state, and ZIP code: **New York, NY 10022**

A Employer identification number: **13-3996471**

B Telephone number (see page 10 of the instructions)

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **20,391,162** (Part I, column (d) must be on cash basis.)

J Accounting method Cash Accrual Other (specify)

C If exemption application is pending, check here

D 1 Foreign organizations, check here
 2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses
 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 10 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule). Check <input type="checkbox"/> if the foundation is not required to attach Sch B	10,000,000			
2 Distributions from split-interest trusts				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	116,028	116,028		
5a Gross rents				
b (Net rental income or (loss))				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other Income (attach schedule)				
12 Total. Add lines 1 through 11	10,116,028	116,028		
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	2,462			2,462
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	30,000			30,000
17 Interest				
18 Taxes (attach schedule) (see page 13 of the instructions)				
19 Depreciation (attach schedule) and depletion	288			
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) St. 1	895			895
24 Total operating and administrative expenses. Add lines 13 through 23	33,645	0		33,357
25 Contributions, gifts, grants paid	1,008,203			1,008,203
26 Total expenses and disbursements. Add lines 24 and 25	1,041,848	0		1,041,560
27 Subtract line 26 from line 12.	9,074,180			
a Excess of revenue over expenses and disbursements		116,028		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

SCANNED JAN 28 2005

Operating and Administrative Expenses

RECEIVED
 747 JAN 24 2005
 OGDEN

P
23

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	11,252,689	10,229,739	10,229,739
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use		50,000	50,000
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans		10,000,000	10,073,623
	13	Investments - other (attach schedule) Partnership			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	288	37,800	37,800
15	Other assets (describe ▶ Sundry)				
16	Total assets (to be completed by all filers - see page 16 of the instructions Also, see page 1, item I)	11,252,977	20,317,539	20,391,162	
Liabilities	17	Accounts payable and accrued expenses	9,619		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	9,619			
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	11,243,358	20,317,539	
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)	11,243,358	20,317,539		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	11,252,977	20,317,539		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,243,358
2	Enter amount from Part I, line 27a	2	9,074,180
3	Other increases not included in line 2 (itemize) ▶ <u>Rounding</u>	3	1
4	Add lines 1, 2, and 3	4	20,317,539
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,317,539

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(l) F M as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8				3		

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

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

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

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? . . . Yes No
If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 17 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
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
2 Total of line 1, column (d)			2 9.829074
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 1.965814
4 Enter the net value of noncharitable-use assets for 2003 from Part X, line 5			4 12,227,806
5 Multiply line 4 by line 3			5 24,037,592
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,160
7 Add lines 5 and 6			7 24,038,752
8 Enter qualifying distributions from Part XII, line 4			8 1,041,560

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 17.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 17 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part I check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,321
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-)	2	
3	Add lines 1 and 2	3	2,321
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,321
6	Credits/Payments		
a	2003 estimated tax payments and 2002 overpayment credited to 2003	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	5,000
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,679
11	Enter the amount of line 10 to be Credited to 2004 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	N	A
5		X
6	X	
7	X	
8b	X	
9		X
10	X	
11	X	

1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 18 of the instructions for definition)?
 If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities.
 c Did the organization file Form 1120-POL for this year?
 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 \$ _____
 Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers \$ _____
 2 Has the organization engaged in any activities that have not previously been reported to the IRS?
 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 of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes
 4a Did the organization have unrelated business gross income of \$1,000 or more during the year?
 b If "Yes," has it filed a tax return on Form 990-T for this year?
 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
 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
 • 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?
 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
 8a 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 General (or designate) of each state as required by General Instruction G? If "No," attach explanation
 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
 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses
 11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?
 Web site address _____
 The books are in care of _____ Associates Telephone no. _____
 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 **13**

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

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

		Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 19 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N A
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 2003? <input type="checkbox"/>	1c	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))		
a	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
b	Are there any years listed in 2a for which the 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) <input type="checkbox"/>	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3 a	Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2003 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 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 organization had excess business holdings in 2003) <input type="checkbox"/>	3b	N A
4 a	Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
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? <input type="checkbox"/>	4b	X
5 a	During the year did the organization pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(a))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	5b	N A
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? <input type="checkbox"/> Yes <input type="checkbox"/> No 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If you answered "Yes" to 6b, also file Form 8870	6b	X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 20 of the instructions):

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Jeffrey E. Epstein 6100 Red Hook Quarters, St. Thomas, VI	Pres/Dir One hour	0	0	0
Darren K. Indyke 457 Madison Avenue, New York, NY	Pres/Dir One hour	0	0	0
Ghislaine Maxwell c/o [redacted] Assoc, 110 E. 59th St, NY	Treasurer One Hour	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 20 of the instructions). If none, enter "NONE."

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

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

3 Five highest-paid independent contractors for professional services - (see page 20 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 21 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 21 of the instructions	
3	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 21 of the instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	
b Average of monthly cash balances	1b	10,741,214
c Fair market value of all other assets (see page 22 of the instructions)	1c	1,672,802
d Total (add lines 1a, b, and c)	1d	12,414,016
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	12,414,016
4 Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 23 of the instructions)	4	186,210
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part III, line 4	5	12,227,806
Minimum investment return. Enter 5% of line 5	6	611,390

Part XI Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1 Minimum investment return from Part X, line 6	1	611,390
2a Tax on investment income for 2003 from Part VI, line 5	2a	2,321
b Income tax for 2003. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	2,321
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	609,069
4a Recoveries of amounts treated as qualifying distributions	4a	
b Income distributions from section 4947(a)(2) trusts	4b	
c Add lines 4a and 4b	4c	0
5 Add lines 3 and 4c	5	609,069
6 Deduction from distributable amount (see page 23 of the instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	609,069

Part XII Qualifying Distributions (see page 23 of the instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,041,560
b Program-related investments - Total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part III, line 8, and Part XIII, line 4	4	1,041,560
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	0
Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,041,560

Note: The amount on line 6 will be used in Part III, 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)

	(a) Corpus	(b) Years prior to 2002	(c) 2002	(d) 2003
1 Distributable amount for 2003 from Part XI, line 7				609,069
2 Undistributed income, if any, as of the end of 2002			0	
a Enter amount for 2002 only		0		
b Total for prior years				
3 Excess distributions carryover, if any, to 2003				
a From 1998				54,323
b From 1999				138,485
c From 2000				172,914
d From 2001				794,417
e From 2002				638,745
f Total of lines 3a through e	1,798,884			
4 Qualifying distributions for 2003 from Part XII, line 4 ▶ \$ 1,041,560				
a Applied to 2002, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required - see page 24 of the instructions)		0		
c Treated as distributions out of corpus (Election required - see page 24 of the instructions)	0			
d Applied to 2003 distributable amount,				609,069
e 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:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	2,231,375			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount - see page 24 of the instructions		0		
e 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)	0			
8 Excess distributions carryover from 1998 not applied on line 5 or line 7 (see page 25 of the instructions)	54,323			
9 Excess distributions carryover to 2004. Subtract lines 7 and 8 from line 6a	2,177,052			
10 Analysis of line 9				
a Excess from 1999				138,485
b Excess from 2000				172,914
c Excess from 2001				794,417
d Excess from 2002				638,745
e Excess from 2003				432,491

Part XIV Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2003, enter the date of the ruling

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

	Tax year		Prior 3 years		(e) Total
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see page 25 of the instructions.)

1 Information Regarding Foundation Managers:

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

Jeffrey E. Epstein

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds if the organization makes gifts, grants, etc (see page 25 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year Statement 2</p>				
<p>Total ▶ 3a</p>				<p>1,008,203</p>
<p>b Approved for future payment None</p>				
<p>Total ▶ 3b</p>				<p>0</p>

Schedule of Contributors

OMB No 1545-0047

2003

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

Employer identification number

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

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check 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 -

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

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2003)

Name of organization

Employer identification number

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

13-3996471

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	The Leslie H. Wexner Charitable Fund c/o [REDACTED] Assoc, 110 E. 59th St New York, NY 10022	10,000,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

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

13-3996471

Part II Noncash Property (See Specific Instructions.)

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

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 + 4	Relationship of transferor to transferee

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

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

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

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

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

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

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	<u>865</u>
Total	<u><u>\$895</u></u>

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

STATEMENT 2

PART I, LINE 25 AND PART LINE 3
CONTRIBUTIONS PAID

<u>Date</u>	<u>Name</u>	<u>Amount</u>	<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	

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

Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy.

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization THE C.O.U.Q. FOUNDATION, INC.	Employer identification number 13-3996471
	Number, street, and room or suite no. If a P.O. box, see instructions C/O [REDACTED] ASSOCIATES, 110 EAST 59TH ST	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10022	

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

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

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

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

4 I request an additional 3-month extension of time until January 15, 2005

5 For calendar year _____, or other tax year beginning March 1, 2003 and ending February 29, 2004

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

7 State in detail why you need the extension Certain information necessary for the proper completion of the return is not yet available.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions \$ 5,000

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 \$ 5,000

c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ 0

Signature and Verification

EXTENSION APPROVED
OCT 25 2004

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

Signature [Handwritten Signature] Title C.P.A.

FIELD DIRECTOR
SUBMISSION PROCESSING OFFICE

Notice to Applicant - To Be Completed by the IRS

- We have approved this application. Please attach this form to the organization's return.
- We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a filing extension for purposes of extensions otherwise required to be made on a timely return. Please attach this form to the organization's return.
- We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- We cannot consider this application because it was filed after the due date of the return for which an extension was requested.
- Other _____

EXTENSION APPROVED
OCT 25 2004
FIELD DIRECTOR
SUBMISSION PROCESSING OFFICE

By _____ Date _____

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	Name [REDACTED] Associates
	Number and street (include suite, room, or apt. no.) Or a P.O. box number 110 East 59th Street
	City or town, province or state, and country (including postal or ZIP code) New York, NY 10022

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

Return of Private Foundation

OMB No 1545-0052

2003

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

For calendar year 2003, or tax year beginning **March 1**, 2003, and ending **February 29, 2004**
 3 Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of organization: **The C.O.U.Q. Foundation, Inc.**

Number and street (or P O box number if mail is not delivered to street address) Room/suite: **c/o [redacted] Associates, 110 East 59th St.**

City or town, state, and ZIP code: **New York, NY 10022**

A Employer identification number: **13-3996471**

B Telephone number (see page 10 of the instructions):

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ **20,391,162** (Part I, column (d) must be on cash basis.)

J Accounting method Cash Accrual Other (specify) _____

C If exemption application is pending, check here

D 1 Foreign organizations, check here
 2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 10 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule). Check <input type="checkbox"/> if the foundation is not required to attach Sch B	10,000,000			
2	Distributions from split-interest trusts				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	116,028	116,028		
5a	Gross rents				
b	(Net rental income or (loss))				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	10,116,028	116,028		
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	2,462			2,462
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	30,000			30,000
17	Interest				
18	Taxes (attach schedule) (see page 13 of the instructions)				
19	Depreciation (attach schedule) and depletion	288			
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) St, 1	895			895
24	Total operating and administrative expenses. Add lines 13 through 23	33,645	0		33,357
25	Contributions, gifts, grants paid	1,008,203			1,008,203
26	Total expenses and disbursements. Add lines 24 and 25	1,041,848	0		1,041,560
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	9,074,180	116,028		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

SCANNED JAN 28 2005
 Revenue
 Operating and Administrative Expenses

RECEIVED
 747
JAN 24 2005
OGDET.

P
23

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			10,229,739
	2 Savings and temporary cash investments	11,252,689	10,229,739	10,229,739
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		50,000	50,000
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans		10,000,000	10,073,623
	13 Investments - other (attach schedule) Partnership			
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	288		
15 Other assets (describe ▶ Sundry)		37,800	37,800	
16 Total assets (to be completed by all filers - see page 16 of the instructions Also, see page 1, item f)	11,252,977	20,317,539	20,391,162	
Liabilities	17 Accounts payable and accrued expenses	9,619		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	9,619		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	11,243,358	20,317,539		
30 Total net assets or fund balances (see page 17 of the instructions)	11,243,358	20,317,539		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	11,252,977	20,317,539		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,243,358
2 Enter amount from Part I, line 27a	2	9,074,180
3 Other increases not included in line 2 (itemize) ▶ Rounding	3	1
4 Add lines 1, 2, and 3	4	20,317,539
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,317,539

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(l) F M as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			3	

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

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

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

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? . . . Yes No
If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 17 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
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
2 Total of line 1, column (d)			9.829074
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			1.965814
4 Enter the net value of noncharitable-use assets for 2003 from Part X, line 5			12,227,806
5 Multiply line 4 by line 3			24,037,592
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,160
7 Add lines 5 and 6			24,038,752
8 Enter qualifying distributions from Part XII, line 4			1,041,560

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 17.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 17 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic organizations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Total tax due is 2,679.

Part VII-A Statements Regarding Activities

Table with 11 rows for activity statements. Includes questions about political campaigns, expenditures, and state registration. Includes a section for state registration in New York with address and phone number.

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

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

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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 after termination of government service, if terminating within 90 days) b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 19 of the instructions)? 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 2003? 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)) a 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? 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) (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) 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 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 organization had excess business holdings in 2003) 4 a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? 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? 5 a During the year did the organization pay or incur any amount to: (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 on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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)? (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 Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here 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? b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 20 of the instructions):

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Jeffrey E. Epstein 6100 Red Hook Quarters, St. Thomas, VI	Pres/Dir One hour	0	0	0
Darren K. Indyke 457 Madison Avenue, New York, NY	Pres/Dir One hour	0	0	0
Ghislaine Maxwell c/o [redacted] Assoc, 110 E. 59th St, NY	Treasurer One Hour	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 20 of the instructions). If none, enter "NONE."

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

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

3 Five highest-paid independent contractors for professional services - (see page 20 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 21 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 21 of the instructions	
3	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 21 of the instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	
b Average of monthly cash balances	1b	10,741,214
c Fair market value of all other assets (see page 22 of the instructions)	1c	1,672,802
d Total (add lines 1a, b, and c)	1d	12,414,016
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	12,414,016
4 Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 23 of the instructions)	4	186,210
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part VII, line 4	5	12,227,806
Minimum investment return. Enter 5% of line 5	6	611,390

Part XI Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1 Minimum investment return from Part X, line 6	1	611,390
2a Tax on investment income for 2003 from Part VI, line 5	2a	2,321
b Income tax for 2003. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	2,321
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	609,069
4a Recoveries of amounts treated as qualifying distributions	4a	
b Income distributions from section 4947(a)(2) trusts	4b	
c Add lines 4a and 4b	4c	0
5 Add lines 3 and 4c	5	609,069
6 Deduction from distributable amount (see page 23 of the instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	609,069

Part XII Qualifying Distributions (see page 23 of the instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,041,560
b Program-related investments - Total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part VIII, line 8, and Part XIII, line 4	4	1,041,560
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	0
Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,041,560

Note: The amount on line 6 will be used in Part VIII, 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)

	(a) Corpus	(b) Years prior to 2002	(c) 2002	(d) 2003
1 Distributable amount for 2003 from Part XI, line 7				609,069
2 Undistributed income, if any, as of the end of 2002			0	
a Enter amount for 2002 only		0		
b Total for prior years				
3 Excess distributions carryover, if any, to 2003				
a From 1998	54,323			
b From 1999	138,485			
c From 2000	172,914			
d From 2001	794,417			
e From 2002	638,745			
f Total of lines 3a through e	1,798,884			
4 Qualifying distributions for 2003 from Part XII, line 4 ▶ \$	1,041,560		0	
a Applied to 2002, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 24 of the instructions)		0		
c Treated as distributions out of corpus (Election required - see page 24 of the instructions)	0			
d Applied to 2003 distributable amount	432,491			609,069
e Remaining amount distributed out of corpus	0			0
5 Excess distributions carryover applied to 2003 (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:	2,231,375			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount - see page 24 of the instructions		0		
e 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)	0			
8 Excess distributions carryover from 1998 not applied on line 5 or line 7 (see page 25 of the instructions)	54,323			
9 Excess distributions carryover to 2004. Subtract lines 7 and 8 from line 6a	2,177,052			
10 Analysis of line 9				
a Excess from 1999	138,485			
b Excess from 2000	172,914			
c Excess from 2001	794,417			
d Excess from 2002	638,745			
e Excess from 2003	432,491			

Part XIV Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2003, enter the date of the ruling

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

	Prior 3 years				(e) Total
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see page 25 of the instructions.)

1 Information Regarding Foundation Managers:

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

Jeffrey E. Epstein

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 25 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

- c** Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year Statement 2				
Total				▶ 3a 1,008,203
b Approved for future payment None				
Total				▶ 3b 0

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

Schedule of Contributors

OMB No 1545-0047

2003

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

Name of organization

Employer identification number

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

13-3996471

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check 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 -

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals (Complete Parts I, II, and III)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year) ▶ \$ _____

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2003)

Name of organization

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

Employer identification number

13-3996471

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	The Leslie H. Wexner Charitable Fund c/o [REDACTED] Assoc, 110 E. 59th St New York, NY 10022	10,000,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

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

13-3996471

Part II Noncash Property (See Specific Instructions.)

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

Name of organization

Employer identification number

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

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 + 4	Relationship of transferor to transferee

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

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

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

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

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

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

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	<u>865</u>
Total	<u><u>\$895</u></u>

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

STATEMENT 2

PART I, LINE 25 AND PART LINE 3
CONTRIBUTIONS PAID

<u>Date</u>	<u>Name</u>	<u>Amount</u>	<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
		<u>1,008,203</u>	

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

Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy.

Type or print	Name of Exempt Organization THE C.O.U.Q. FOUNDATION, INC.	Employer identification number 13-3996471
	Number, street, and room or suite no. If a P.O. box, see instructions C/O [REDACTED] ASSOCIATES, 110 EAST 59TH ST	For IRS use only
File by the extended due date for filing the return See instructions	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10022	

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

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

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

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

- I request an additional 3-month extension of time until January 15, 2005
- For calendar year _____, or other tax year beginning March 1, 2003 and ending February 29, 2004
- If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension Certain information necessary for the proper completion of the return is not yet available.

- If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions \$ 5,000
- If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 \$ 5,000
- Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions

Signature and Verification

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

Signature [Handwritten Signature] Title CPA

EXTENSION APPROVED
OCT 25 2004
 FIELD DIRECTOR
 SUBMISSION PROCESSING CENTER

Notice to Applicant - To Be Completed by the IRS

- We have approved this application. Please attach this form to the organization's return.
- We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a timely filing for purposes otherwise required to be made on a timely return. Please attach this form to the organization's return.
- We have not approved this application. After considering the reasons stated in Item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- We cannot consider this application because it was filed after the due date of the return for which an extension was requested.
- Other _____

EXTENSION APPROVED
OCT 25 2004
 FIELD DIRECTOR
 SUBMISSION PROCESSING CENTER

By _____ Date _____

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	Name [REDACTED] Associates
	Number and street (include suite, room, or apt. no.) Or a P.O. box number 110 East 59th Street
	City or town, province or state, and country (including postal or ZIP code) New York, NY 10022

Form **990-PF**

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

OMB No 1545-0052

2004

Department of the Treasury
Internal Revenue Service

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

For calendar year 2004, or tax year beginning **March 1**, 2004, and ending **28**, 20 **05**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of organization The C.O.U.Q. Foundation		A Employer identification number 13 3996471
	Number and street for P.O. box number if mail is not delivered to street address) c/o [REDACTED] Associates, 110 E. 59th Street	Room/suite	B Telephone number (see page 10 of the instructions) ()
	City or town, state, and ZIP code New York, NY 10022		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	412,220	412,220		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	191,906			
	b Gross sales price for all assets on line 6a		191,906		
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) St. 1	307,036	307,036			
12 Total. Add lines 1 through 11	911,162	911,162			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) St. 2	215,694	128,194		87,500
	17 Interest	37,361	37,361		
	18 Taxes (attach schedule) (see page 14 of the instructions)	5,000			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conference and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) St. 3	7,516			4,938
	24 Total operating and administrative expenses. Add lines 13 through 23	265,571	165,555		92,438
	25 Contributions, gifts, grants paid	844,227			844,227
26 Total expenses and disbursements. Add lines 24 and 25	1,109,798	165,555		936,665	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-198,636				
b Net investment income (if negative, enter -0-)		745,607			
c Adjusted net income (if negative, enter -0-)					

RECEIVED
JAN 17 2006
OGDEN, UT
IRS-OSC

SCANNED JAN 25 2006

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	10,229,739	6,336,208	6,336,208
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	50,000	6,000	6,000
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule) .St. .4	10,000,000	13,744,696	14,166,821	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ Sundry)	37,800	32,000	32,000	
16	Total assets (to be completed by all filers—see page 16 of the instructions Also, see page 1, item I)	20,317,539	20,118,904	20,541,029	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22).				
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Organizations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	20,317,539	20,118,904	
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)	20,317,539	20,118,904		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	20,317,539	20,118,904		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return).	1	20,317,539
2	Enter amount from Part I, line 27a	2	-198,636
3	Other increases not included in line 2 (itemize) ▶ Rounding	3	
4	Add lines 1, 2, and 3	4	20,118,904
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	20,118,904

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			248,113	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(l) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	248,113
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3	

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

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

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

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2003	1,041,560	12,227,806	0.085179
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
2 Total of line 1, column (d)			2 1.685556
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.337111
4 Enter the net value of noncharitable-use assets for 2004 from Part X, line 5			4 20,159,106
5 Multiply line 4 by line 3			5 6,795,856
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,456
7 Add lines 5 and 6			7 6,803,312
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 939,665

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

- 1a Exempt operating foundations described in section 4940(d)(2), check here 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 IV, check 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-)
- 3 Add lines 1 and 2.
- 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
- 5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-
- 6 Credits/Payments
- a 2004 estimated tax payments and 2003 overpayment credited to 2004
- b Exempt foreign organizations—tax withheld at source
- c Tax paid with application for extension of time to file (Form 8868)
- d Backup withholding erroneously withheld.
- 7 Total credits and payments. Add lines 6a through 6d
- 8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached.
- 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
- 10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.
- 11 Enter the amount of line 10 to be Credited to 2005 estimated tax 12,767 Refunded 11

6a	2,679
6b	
6c	25,000
6d	

1	14,912
2	
3	14,912
4	
5	14,912
7	27,679
8	
9	
10	12,767
11	

Part VII-A Statements Regarding Activities

- 1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
- b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities
- c Did the organization file Form 1120-POL for this year?
- 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 \$
- e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers \$
- 2 Has the organization engaged in any activities that have not previously been reported to the IRS?
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 of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*
- 4a Did the organization have unrelated business gross income of \$1,000 or more during the year?
- b If "Yes," has it filed a tax return on Form 990-T for this year?
- 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
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:
• 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?
- 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.*
- 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions)
- b If the answer is "Yes" to line 7, has the organization 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*
- 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 2004 or the taxable year beginning in 2004 (see instructions for Part XIV on page 25)? *If "Yes," complete Part XIV*
- 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*
- 11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?
Web site address Associates Telephone no 212-909-9680
The books are in care of Telephone no 10022
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
and enter the amount of tax-exempt interest received or accrued during the year 13

	Yes	No
1a		✓
1b		✓
1c		✓
2		✓
3		✓
4a	✓	
4b	✓	
5		✓
6	✓	
7	✓	
8b	✓	
9		✓
10	✓	
11	✓	

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

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

- 1a 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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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?
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?
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 2004?
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)):
a At the end of tax year 2004, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2004?
b 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?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the 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 2004 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 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?
4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2004?
5a During the year did the organization pay or incur any amount to:
(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 on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(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)?
(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 Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 20 of the instructions)?
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?
6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

Table with 3 columns: Question ID, Yes, No. Contains checkboxes and checkmarks for each question.

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 20 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Jeffrey E. Epstein 6100 Red Hook QTRS St. Thomas, VI	President/Dir. One Hour	0	0	0
Darren K. Indyke 457 Madison Avenue, New York, NY	Vice President/Dir	0	0	0
Ghislaine Maxwell c/o [REDACTED] Associates, 110 E. 59th St., NY, NY	Treasurer One Hour	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 21 of the instructions). If none, enter "NONE."

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

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

3 Five highest-paid independent contractors for professional services—(see page 21 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Marvin Minsky 111 Ivy Street, Brookline, MA 02446	Consulting	75,000
Kyle Godfrey 200 W. 54th Street, New York, NY 10019	Consulting	12,500

Total number of others receiving over \$50,000 for professional services ▶ 1

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 22 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 22 of the instructions	
3	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 22 of the instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	
b Average of monthly cash balances	1b	8,282,974
c Fair market value of all other assets (see page 22 of the instructions)	1c	12,183,123
d Total (add lines 1a, b, and c)	1d	20,466,097
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	20,466,097
4 Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 23 of the instructions)	4	306,991
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part III, line 4	5	20,159,106
6 Minimum investment return. Enter 5% of line 5	6	1,007,955

Part XI Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1 Minimum investment return from Part X, line 6	1	1,007,955
2a Tax on investment income for 2004 from Part VI, line 5	2a	14,912
2b Income tax for 2004 (This does not include the tax from Part VI)	2b	
2c Add lines 2a and 2b	2c	14,912
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	993,043
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	993,043
6 Deduction from distributable amount (see page 23 of the instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	993,043

Part XII Qualifying Distributions (see page 23 of the instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	936,665
b Program-related investments—total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part III, line 8, and Part XIII, line 4	4	936,665
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	936,665

Note: The amount on line 6 will be used in Part III, 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)

	(a) Corpus	(b) Years prior to 2003	(c) 2003	(d) 2004
1 Distributable amount for 2004 from Part XI, line 7				993,043
2 Undistributed income, if any, as of the end of 2003:				
a Enter amount for 2003 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2004:				
a From 1999	138,485			
b From 2000	172,914			
c From 2001	794,417			
d From 2002	638,745			
e From 2003	432,491			
f Total of lines 3a through e	2,177,052			
4 Qualifying distributions for 2004 from Part XII, line 4: ▶ \$ <u>936,665</u>				
a Applied to 2003, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 24 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 24 of the instructions)	0			
d Applied to 2004 distributable amount				936,665
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2004 (If an amount appears in column (d), the same amount must be shown in column (a))	56,378			56,378
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	2,120,674			
b Prior years' undistributed income: Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see page 25 of the instructions		0		
e Undistributed income for 2003. Subtract line 4a from line 2a. Taxable amount—see page 25 of the instructions			0	
f Undistributed income for 2004. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2005				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			
8 Excess distributions carryover from 1999 not applied on line 5 or line 7 (see page 25 of the instructions)	82,107			
9 Excess distributions carryover to 2005. Subtract lines 7 and 8 from line 6a	2,038,567			
10 Analysis of line 9:				
a Excess from 2000	172,914			
b Excess from 2001	794,417			
c Excess from 2002	638,745			
d Excess from 2003	432,491			
e Excess from 2004				

Part XIV Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9)

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2004, enter the date of the ruling ▶
- b** Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 1/2 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 26 of the instructions.)

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

Jeffrey E. Epstein

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc (see page 26 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number of the person to whom applications should be addressed:
-
- b** The form in which applications should be submitted and information and materials they should include
-
- c** Any submission deadlines:
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> Statement 5				
Total				▶ 3a 844,227
b <i>Approved for future payment</i>				
Total				▶ 3b 0

THE C.O.U.Q. FOUNDATION, INC.
13-3996471
FORM 990-PF - Y/E 2/28/05

STATEMENT 1

Part I, Line 11
Other Income

Second City Capital Partners I, LP K-1 Entity	<u>307,036</u>
--------------------------------------------------	----------------

STATEMENT 2

Part I, Line 16(c)
Other Professional Fees

Consulting	87,500
Bear Stearns Asset Backed Security Partners, L.P. K-1 Entity	20,482
Second City Capital Partners I, L.P. K-1 Entity	<u>107,712</u>
Total	<u>215,694</u>

THE C.O.U.Q. FOUNDATION, INC.
13-3996471
FORM 990-PF - Y/E 2/28/05

STATEMENT 3

Part I, Line 23
Other Expenses

Bank Charges	220
Second City Capital Partners L.P. K-1 entity	1,088
Bear Stearns Asset Backed Securities Partners, L.P. K-1 entity	2,636
Filing Fees	994
Other	<u>2,578</u>
Total	<u><u>7,516</u></u>

THE C.O.U.Q. FOUNDATION, INC.
EIN 13-3996471
FORM 990-PF - Y/E 2/28/05

STATEMENT 4

Part II, Line 13
Other Investments

	<u>Book Value</u>	<u>Fair Market Value</u>
Bear Stearns Asset Backed Securities Partners LP	10,289,911	10,289,911
Second City Capital Partners I, LP	<u>3,454,785</u>	<u>3,876,910</u>
	<u>13,744,696</u>	<u>14,166,821</u>

THE C.O.U.Q. FOUNDATION, INC.,

13-3996471

FORM 990-PF - Y/E 2/28/05

STATEMENT 5

PART I, LINE 25 AND PART LINE 3
CONTRIBUTIONS PAID

<u>Date</u>	<u>Name</u>	<u>Amount</u>	<u>Purpose</u>
3/2/04	New York Academy of Art	7,250	Unrestricted
4/5/04	School for Film and Television	1,000	Unrestricted
4/8/04	Stanford University	50,000	Unrestricted
4/12/04	New York University	25,000	Scholarship
4/29/04	New York University	9,000	Scholarship
4/29/04	Ballet Florida	15,000	Unrestricted
5/4/05	Harvard University	30,000	Unrestricted
5/11/04	California School of Culinary Arts	21,172	Scholarship
5/11/04	South University	11,000	Scholarship
5/17/04	The 92nd Street Y Nursery School	25,000	Unrestricted
6/1/04	Stockholm School of Economics	25,000	Unrestricted
7/6/04	Academy of Achievement	50,000	Unrestricted
8/5/04	Edge Foundation, Inc.	50,000	Unrestricted
8/12/04	Columbia University	50,000	Unrestricted
8/19/04	Robin Hood	50,000	Unrestricted
8/23/04	Freestate Soccer Alliance - Shooters	10,000	Unrestricted
8/31/04	Socratic Arts, Inc.	50,000	Unrestricted
9/28/04	Edge Foundation, Inc.	5,000	Unrestricted
9/29/04	The Julliard School	5,500	Scholarship
10/4/04	Ballet Florida	10,000	Unrestricted
10/5/04	Ovarian Cancer Research Fund	48,500	Unrestricted
10/13/04	Alliance for Lupus Research	1,000	Unrestricted
10/13/04	The Michael J. Fox Foundation	23,250	Unrestricted
10/22/04	Ted Med	11,988	Unrestricted
10/26/04	Council on Foreign Relations	25,000	Unrestricted
12/2/04	Hunter College	2,500	Scholarship
12/8/04	American Ballet Theater	10,000	Unrestricted
12/14/04	Palm Beach Police Department Donation	90,000	Unrestricted

THE C.O.U.Q. FOUNDATION, INC.,

13-3996471

FORM 990-PF - Y/E 2/28/05

STATEMENT 5

PART I, LINE 25 AND PART LINE 3
CONTRIBUTIONS PAID

<u>Date</u>	<u>Name</u>	<u>Amount</u>	<u>Purpose</u>
12/16/04	New York University	8,996	Scholarship
1/12/05	New York Film Academy	1,800	Scholarship
2/1/05	New York Film Academy	700	Scholarship
2/1/05	New York University	20,000	Scholarship
2/3/05	Santa Fe Institute	20,000	Unrestricted
2/3/05	South University	10,000	Scholarship
2/4/05	Titans Baseball Club	5,000	Unrestricted
2/8/05	NYJTL for Cary Leeds Center	50,000	Unrestricted
2/28/05	Ballet Florida	15,000	Unrestricted
2/28/05	Sundry	570	Unrestricted
		<u>844,227</u>	

- If you are 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 extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time—Must File Original and One Copy.

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization The C.O.U.G Foundation, Inc.	Employer identification number 13 : 3996471
	Number, street, and room or suite no. if a P O box, see instructions c/o [REDACTED] Associates, 110 E. 59th Street	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions New York, NY 10022	

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

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

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

- The books are in the care of **Harry Beller**
Telephone No. **([REDACTED]) 750-9895** FAX No **([REDACTED]) 750-4208**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the **whole group**, check this box . If it is for **part of the group**, check this box and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **January 15**, 20**06**.
- 5 For calendar year _____, or other tax year beginning **March 1**, 20**04**, and ending **February 28**, 20**05**.
- 6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension **Certain information necessary for the proper completion of the return is not yet available.**

- 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions **\$ 27,679**
- b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 **\$ 27,679**
- c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. **\$ 0**

Signature and Verification

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

Signature **[Signature]** Title **CPA** Date **1/10/05**

Notice to Applicant—To Be Completed by the IRS

- We have approved this application. Please attach this form to the organization's return.
- We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested.
- Other _____

Director _____ By _____ Date _____

Alternate Mailing Address — Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above

Type or print	Name [REDACTED] Associates
	Number and street (include suite, room, or apt. no.) or a P.O. box number 110 East 59th Street
	City or town, province or state, and country (including postal or ZIP code) New York, NY 10022

Form **990-PF**

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

OMB No. 1545-0052

2005

Department of the Treasury
Internal Revenue Service

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

For calendar year 2005, or tax year beginning **March 1**, 2005, and ending **February 28**, 20 **06**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of organization The C.O.U.Q. Foundation		A Employer identification number 13-3996471
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) ()
	c/o [REDACTED] Delson Associates, 110 East 59th St.		
City or town, state, and ZIP code New York, NY 10022			C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			D 1. Foreign organizations, check here . . . <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation . . . <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 21,863,038		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
		E If private foundation status was terminated under section 507(b)(1)(A), check here . . . <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	360,265	360,265		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)	460,721			
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a 2,031,685		460,721		
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)	51,609	51,609			
11 Other income (attach schedule)	872,595	872,595			
12 Total. Add lines 1 through 11					
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	9,123			
	b Accounting fees (attach schedule)	248,758	126,258		122,500
	c Other professional fees (attach schedule)				
	17 Interest	30,000			
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	4,098			4,098
	21 Travel, conferences, and meetings	4,064			4,064
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	296,043			130,662
	25 Contributions, gifts, grants paid	1,125,133			1,125,133
26 Total expenses and disbursements. Add lines 24 and 25	1,421,176	126,258		1,255,795	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(548,581)				
b Net investment income (if negative, enter -0-)		746,337			
c Adjusted net income (if negative, enter -0-)					

RECEIVED
JAN 10 2007
OGDEN, UT

SCANNED JAN 2007

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)</small>		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments	6,336,208	4,112,136	4,112,136	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	6,000			
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment, basis ▶				
Less accumulated depreciation (attach schedule) ▶					
12 Investments—mortgage loans					
13 Investments—other (attach schedule) <i>St. 4</i>	13,744,696	15,458,186	17,750,902		
14 Land, buildings, and equipment basis ▶					
Less: accumulated depreciation (attach schedule) ▶					
15 Other assets (describe ▶)	32,000				
16 Total assets (to be completed by all filers—see page 16 of the instructions. Also, see page 1, item I)	20,118,904	19,570,322	21,863,038		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Organizations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds	20,118,904	19,570,322		
	30 Total net assets or fund balances (see page 17 of the instructions)	20,118,904	19,570,322		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	20,118,904	19,570,322			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	20,118,904
2 Enter amount from Part I, line 27a.	2	(548,581)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	19,570,323
5 Decreases not included in line 2 (itemize) ▶ Rounding	5	(1)
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30.	6	19,570,322

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 39,800 New Century Financial Corp.		P	6/10/03	7/6/05
b From K-1				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 2,031,685		2,048,247	(16,562)	
b			477,283	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(l) F as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 460,721
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3

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

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

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

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the organization does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2004	936,665	20,159,106	0.046463
2003	1,041,560	12,227,806	0.085179
2002	1,243,915	12,221,528	0.101944
2001	902,103	7,498,097	0.120310
2000	183,255	208,595	0.878521
2 Total of line 1, column (d)			2 1.232417
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.246483
4 Enter the net value of noncharitable-use assets for 2005 from Part X, line 5			4 22,630,448
5 Multiply line 4 by line 3			5 5,578,021
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,463
7 Add lines 5 and 6			7 5,585,484
8 Enter qualifying distributions from Part XII, line 4			8 1,255,795

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: (attach copy of ruling letter if necessary—see instructions)			
b	Domestic organizations that meet the section 4940(e) requirements in Part I check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	14,927	
c	All other domestic organizations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	14,927	
3	Add lines 1 and 2.	4		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	14,927	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments:			
a	2005 estimated tax payments and 2004 overpayment credited to 2005	6a	9,007	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	25,007	
d	Backup withholding erroneously withheld.	6d		
7	Total credits and payments. Add lines 6a through 6d	7	34,007	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	19,080	
11	Enter the amount of line 10 to be: Credited to 2006 estimated tax 19,080 Refunded 11	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a		✓
1b		✓
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities.		
1c		✓
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the organization. ▶ \$ _____ (2) On organization managers. ▶ \$ _____		
2		✓
3 Has the organization engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		
3		✓
4a		✓
4b		✓
5		✓
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
6	✓	
7	✓	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ <u>New York</u>		
8b	✓	
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 2005 or the taxable year beginning in 2005 (see instructions for Part XIV on page 26)? If "Yes," complete Part XIV		
9		✓
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		
10		✓
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address ▶ _____		
11		✓
12 The books are in care of ▶ <u>Associates</u> Telephone no. ▶ <u>10022</u> Located at ▶ <u>110 East 59th Street, New York, NY</u> ZIP+4 ▶ _____		
13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 13		

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

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

	Yes	No
1a During the year did the organization (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	
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 2005? <input type="checkbox"/>	1c	✓
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)):		
a At the end of tax year 2005, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2005? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20...., 20...., 20...., 20....		
b Are there any years listed in 2a for which the 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 20 of the instructions.) <input type="checkbox"/>	2b	✓
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20...., 20...., 20...., 20....		
3a Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2005 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 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 organization had excess business holdings in 2005.) <input type="checkbox"/>	3b	
4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	✓
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 2005? <input type="checkbox"/>	4b	✓
5a During the year did the organization pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	5b	
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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If you answered "Yes" to 6b, also file Form 8870.	6b	✓

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 21 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Jeffrey E. Epstein 6100 Red Hook Qtrs, St. Thomas, USVI	Pres./Director One hour	0	0	0
Darren K. Indyke 457 Madison Ave., New York, NY	Vice Pres/Dlr. One hour	0	0	0
Ghislaine Maxwell c/o [REDACTED] Associates 110 East 59th Street, New York, NY	Treasurer One hour	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 21 of the instructions). If none, enter "NONE."

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

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

3. Five highest-paid independent contractors for professional services—(see page 21 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Kyle Godfrey 200 West 54th St., New York, NY 10019	Consulting	12,500
Seth Lloyd 18 Weston Road, Wellesley, MA 02482	Consulting	100,000
May Huang 1 Brattle Square, Cambridge, MA 02138	Consulting	10,000

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 22 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 22 of the instructions	
3	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 22 of the instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a Average monthly fair market value of securities	1a 5,224,172
b Average of monthly cash balances	1b 17,750,902
c Fair market value of all other assets (see page 23 of the instructions)	1c 22,975,074
d Total (add lines 1a, b, and c)	1d
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2 Acquisition indebtedness applicable to line 1 assets	2
3 Subtract line 2 from line 1d	3 22,975,074
4 Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 23 of the instructions)	4 344,626
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part III, line 4	5 22,630,448
6 Minimum investment return. Enter 5% of line 5	6 1,131,522

Part XI Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1 Minimum investment return from Part X, line 6	1 1,131,522
2a Tax on investment income for 2005 from Part VI, line 5	2a 14,927
2b Income tax for 2005. (This does not include the tax from Part VI.)	2b
2c Add lines 2a and 2b	2c 14,927
3 Distributable amount before adjustments. Subtract line 2c from line 1	3 1,116,595
4 Recoveries of amounts treated as qualifying distributions	4
5 Add lines 3 and 4	5 1,116,595
6 Deduction from distributable amount (see page 24 of the instructions)	6
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 1,116,595

Part XII Qualifying Distributions (see page 24 of the instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
a Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a 1,255,795
b Program-related investments—total from Part IX-B	1b
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3 Amounts set aside for specific charitable projects that satisfy the:	
a Suitability test (prior IRS approval required)	3a
b Cash distribution test (attach the required schedule)	3b
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part III, line 8, and Part XIII, line 4	4 1,255,795
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 24 of the instructions)	5
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 1,255,795

Note: The amount on line 6 will be used in Part III, 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)

	(a) Corpus	(b) Years prior to 2004	(c) 2004	(d) 2005
1 Distributable amount for 2005 from Part XI, line 7				1,116,595
2 Undistributed income, if any, as of the end of 2004:				
a Enter amount for 2004 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2005:				
a From 2000	172,914			
b From 2001	794,417			
c From 2002	638,745			
d From 2003	432,491			
e From 2004				
f Total of lines 3a through e	2,038,567			
4 Qualifying distributions for 2005 from Part XII, line 4: ▶ \$ <u>1,255,795</u>				
a Applied to 2004, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 25 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 25 of the instructions)	0			
d Applied to 2005 distributable amount				1,116,595
e Remaining amount distributed out of corpus	139,200			
5 Excess distributions carryover applied to 2005 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,177,767			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see page 25 of the instructions				
e Undistributed income for 2004. Subtract line 4a from line 2a. Taxable amount—see page 25 of the instructions			0	
f Undistributed income for 2005. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2006				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			
8 Excess distributions carryover from 2000 not applied on line 5 or line 7 (see page 25 of the instructions)	172,914			
9 Excess distributions carryover to 2006. Subtract lines 7 and 8 from line 6a	2,004,853			
10 Analysis of line 9:				
a Excess from 2001	794,417			
b Excess from 2002	638,745			
c Excess from 2003	432,491			
d Excess from 2004				
e Excess from 2005	139,200			

Part XIV Private Operating Foundations (see page 26 of the instructions and Part VII-A, question 9)

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2005, enter the date of the ruling
- b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Prior 3 years				(e) Total
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter % of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 26 of the instructions.)

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

Jeffrey E. Epstein

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
- Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 26 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number of the person to whom applications should be addressed:
- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines:
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year Statement 5				
Total				▶ 3a 1,125,133
b Approved for future payment				
Total				▶ 3b 0

THE C.O.U.Q. FOUNDATION INC.

STATEMENT 5

13-3996471

FORM 990-PF Y/E 2/28/06

PART I, LINE 25 AND PART XV
CONTRIBUTIONS PAID

<u>Date</u>	<u>Name</u>	<u>Amount</u>	<u>Purpose</u>
3/3/2005	Friends of Israel Defense Forces	25,000	Unrestricted
3/3/2005	92nd Street Pillar Project	10,000	Unrestricted
4/19/2005	Edge Foundation, Inc.	50,000	Unrestricted
5/6/2005	Stockholm School of Economics	25,000	Unrestricted
5/12/2005	Palm Beach Academy	10,000	Unrestricted
5/12/2005	WNET 13	100,000	Unrestricted
5/25/2005	Harvard University	10,000	Unrestricted
5/26/2005	Columbia University	25,000	Scholarship
6/20/2005	Edge Foundation, Inc.	150,000	Unrestricted
6/21/2005	The Jewish National Fund	15,000	Unrestricted
6/22/2005	Institute of International Education	35,000	Unrestricted
7/15/2005	Hillel Foundation	50,000	Unrestricted
7/21/2005	Sundry Charitable Organizations	1,158	Unrestricted
8/3/2005	Ballet Florida	10,000	Unrestricted
8/11/2005	Gergias Southern University	5,000	Scholarship
8/16/2005	Columbia University	58,600	Scholarship
8/19/2005	Freestate Soccer Alliance	25,000	Unrestricted
8/23/2005	Harvard University	100,000	Unrestricted
9/6/2005	Santa Fe Institute	100,000	Unrestricted
9/7/2005	Kingsboro Community College	2,500	Scholarship
9/7/2005	City College	27,875	Scholarship
9/12/2005	Fashion For Relief	10,000	Unrestricted
9/22/2005	The Alliance for Lupus Research	10,000	Unrestricted
10/20/2005	Academy of Achievement	50,000	Unrestricted
10/20/2005	National Council of Jewish Women	5,000	Unrestricted
11/18/2005	Columbia University	10,000	Unrestricted
11/28/2005	Ballet Florida	15,000	Unrestricted
12/6/2005	Columbia University	50,000	Unrestricted
1/18/2006	New Jersey Firebirds Baseball	15,000	Unrestricted
1/18/2006	Bay Point School	100,000	Unrestricted
1/25/2006	Intrepid Fallen Heroes Fund	25,000	
		<u>1,125,133</u>	

THE C.O.U.Q. FOUNDATION, INC.
13-3996471
FORM 990-PF - Y/E 2/28/06

STATEMENT 1

Part I, Line 11
Other Income

Second City Capital Partners I, LP K-1 Entity	<u>51,609</u>
--------------------------------------------------	---------------

STATEMENT 2

Part I, Line 16(c)
Other Professional Fees

Consulting	122,500
Second City Capital Partners I, L.P. K-1 Entity	<u>126,258</u>
Total	<u>248,758</u>

THE C.O.U.Q. FOUNDATION, INC.
13-3996471
FORM 990-PF - Y/E 2/28/06

STATEMENT 3

Part I, Line 23

Other Expenses

Bank Charges	21
Second City Capital Partners L.P. K-1 entity	2,901
Filing Fees	1,004
Other	<u>138</u>
Total	<u><u>4,064</u></u>

THE C.O.U.Q. FOUNDATION, INC.

EIN 13-3996471

FORM 990-PF - Y/E 2/28/06

STATEMENT 4

Part II, Line 13
Other Investments

	<u>Book Value</u>	<u>Fair Market Value</u>
Bear Stearns Asset Backed Securities Partners LP	10,289,911	12,569,336
Second City Capital Partners I, LP	<u>5,168,275</u>	<u>5,181,566</u>
	<u>15,458,186</u>	<u>17,750,902</u>

OFFICE COPY

- If you are 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 extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time—Must File Original and One Copy.		
Type or print	Name of Exempt Organization THE C.O.U.Q. FOUNDATION	Employer identification number 13 : 3996471
File by the extended due date for filing the return See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. c/o [REDACTED] ASSOCIATES, 110 EAST 59TH STREET	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10022	

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

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

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

- The books are in the care of **HARRY BELLER**
Telephone No. ([REDACTED]) **750-9895** FAX No. ([REDACTED]) **750-2408**
- If the organization does **not** have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the **whole group**, check this box . If it is for **part of the group**, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until JANUARY 15, 20 07.

5 For calendar year _____, or other tax year beginning MARCH 1, 20 05, and ending FEBRUARY 28, 20 06.

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

7 State in detail why you need the extension **CERTAIN INFORMATION NECESSARY FOR THE PROPER COMPLETION OF THE RETURN IS NOT YET AVAILABLE.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ 37,767

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 \$ 37,767

c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. \$ 0

Signature and Verification

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

Signature /S/ [REDACTED] Title _____ Date 10/16/06

Notice to Applicant—To Be Completed by the IRS

- We have approved this application. Please attach this form to the organization's return.
- We **have not** approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- We **have not** approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested.
- Other _____

By _____ Date _____
Director

Alternate Mailing Address — Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	Name [REDACTED] ASSOCIATES
	Number and street (include suite, room, or apt. no.) or a P.O. box number 110 EAST 59TH STREET
	City or town, province or state, and country (including postal or ZIP code) NEW YORK, NY 10022

Form **8868**
(Rev. December 2004)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1708

▶ File a separate application for each return.

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

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

Form 990-T corporations requesting an automatic 6-month extension—check this box and complete Part I only ▶
All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile.

Type or print File by the due date for filing your return. See Instructions.	Name of Exempt Organization The C.O.U.Q. Foundation	Employer identification number 13 3996471
	Number, street, and room or suite no. If a P.O. box, see instructions. c/o [REDACTED] Associates, 110 East 59th Street	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. New York, NY 10022	

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

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

• The books are in the care of ▶ **Harry Beller**

Telephone No. ▶ ([REDACTED]) **750-9895** FAX No. ▶ ([REDACTED]) **750-2408**

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

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until **October 15**, 20**06**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 20... or

▶ tax year beginning **March 1**, 20**05**, and ending **February**, 20**06**.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions **\$ 37,767**

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit **\$ 12,767**

c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions **\$ 25,000**

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

Form **990-PF**

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

OMB No 1545-0052

2006

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 calendar year 2006, or tax year beginning **March 1**, 2006, and ending **February 28**, 20 **07**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation The C.O.U.Q. Foundation		A Employer identification number 13 3996471
	Number and street (or P.O. box number if mail is not delivered to street address) c/o Associates, 110 East 59th St.	Room/suite	B Telephone number (see page 11 of the instructions) ()
	City or town, state, and ZIP code New York, NY 10022		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 22,832,814**

J Accounting method: Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	414,646	414,646		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(52,333)			
	b Gross sales price for all assets on line 6a	0	0		
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) St. 1	284,468	94,468			
12 Total. Add lines 1 through 11	646,781	509,114			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) St. 2	170,000	120,000		50,000
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	25,000			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) St. 3	591,636	590,633		1,003	
24 Total operating and administrative expenses. Add lines 13 through 23	786,636	710,633		51,003	
25 Contributions, gifts, grants paid	1,186,000			1,186,000	
26 Total expenses and disbursements. Add lines 24 and 25	1,972,636	710,633		1,237,003	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(1,325,855)				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)					

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions.

Cat. No. 11289X

Form **990-PF** (2006)

13

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	4,112,136	4,817,748	4,817,748
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans	15,458,186	13,426,719	18,015,066	
13	Investments—other (attach schedule) St. 4				
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see page 17 of the instructions. Also, see page 1, item I)	19,570,322	18,244,467	22,832,814	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	19,570,322	18,244,467	
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see page 18 of the instructions)	19,570,322	18,244,467		
31	Total liabilities and net assets/fund balances (see page 18 of the instructions)	19,570,322	18,244,467		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	19,570,322
2	Enter amount from Part I, line 27a	2	(1,325,855)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	18,244,467
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	18,244,467

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a Statement 5				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
(i) FM as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	(52,333)
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 18 of the instructions). If (loss), enter -0- in Part I, line 8			3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 19 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2005	1,255,795	22,630,448	0.055491
2004	936,665	20,159,106	0.046463
2003	1,041,560	12,227,806	0.085179
2002	1,243,915	12,221,528	0.101944
2001	902,103	7,498,097	0.120310
2 Total of line 1, column (d)			2 0.409387
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.081877
4 Enter the net value of noncharitable-use assets for 2006 from Part X, line 5			4 22,142,808
5 Multiply line 4 by line 3			5 1,812,987
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0
7 Add lines 5 and 6			7 1,812,987
8 Enter qualifying distributions from Part XII, line 4			8 1,237,003

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 19.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 19 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: (attach copy of ruling letter if necessary—see instructions)	1	0
b	Domestic foundations that meet the section 4940(e) requirements in Part I, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments:		
a	2006 estimated tax payments and 2005 overpayment credited to 2006	6a	18,872
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	18,872
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,872
11	Enter the amount of line 10 to be: Credited to 2007 estimated tax <input type="checkbox"/> 18,872 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		✓
1b		✓
1c		■
2		✓
3		✓
4a		✓
4b	N	A
5		✓
6	✓	
7	✓	
8b	✓	
9		✓
10		✓

Part VII-A Statements Regarding Activities Continued

11a		✓
11b	N	A
12		✓
13	✓	

14 The books are in care of **Associates** Telephone no. **10022**
 Located at **110 East 59th Street, New York, NY** ZIP+4 **10022**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year **15**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2006?	1c	✓
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2006, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2006? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years 20 , 20 , 20 , 20 .		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions.)	2b	✓
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20 , 20 , 20 , 20 .		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2006 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 2006.)	3b	N A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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 2006?	4b	✓

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 23 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here Yes No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b	N	A
6b		✓
7b	N	A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 23 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Jeffrey E. Epstein 6100 Red Hook Quarters, St. Thomas, USVI	Pres./Director One hour	0	0	0
Darren K. Indyke 457 Madison Ave., New York, NY	VP/Director One hour	0	0	0
Ghislaine Maxwell c/o [REDACTED] Associates 110 East 59th Street, New York, NY	Treasurer One hour	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 24 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 24 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
David Grosot 57 Bemis Street, San Francisco, CA 94131	Consulting	50,000
.....		
.....		
.....		
.....		

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 25 of the instructions.	
3	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 25 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	4,464,942
c	Fair market value of all other assets (see page 25 of the instructions)	1c	18,015,066
d	Total (add lines 1a, b, and c)	1d	22,480,008
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	22,480,008
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 26 of the instructions)	4	337,200
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part II , line 4	5	22,142,808
6	Minimum investment return. Enter 5% of line 5	6	1,107,140

Part XI Distributable Amount (see page 26 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,107,140
2a	Tax on investment income for 2006 from Part VI, line 5	2a	0
b	Income tax for 2006. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,107,140
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,107,140
6	Deduction from distributable amount (see page 26 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,107,140

Part XII Qualifying Distributions (see page 26 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,237,003
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part II , line 8, and Part XIII, line 4	4	1,237,003
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 27 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,237,003

Note: The amount on line 6 will be used in Part **II**, 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 27 of the instructions)

	(a) Corpus	(b) Years prior to 2005	(c) 2005	(d) 2006
1 Distributable amount for 2006 from Part XI, line 7				1,107,140
2 Undistributed income, if any, as of the end of 2005:			0	
a Enter amount for 2005 only				
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2006:				
a From 2001	794,417			
b From 2002	638,745			
c From 2003	432,491			
d From 2004				
e From 2005	139,200			
f Total of lines 3a through e	2,004,853			
4 Qualifying distributions for 2006 from Part XII, line 4: ▶ \$ 1,237,003				
a Applied to 2005, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 27 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 27 of the instructions)	0			
d Applied to 2006 distributable amount				1,107,140
e Remaining amount distributed out of corpus	129,863			
5 Excess distributions carryover applied to 2006. (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:	2,134,716			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2005. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2006. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2007				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 28 of the instructions)	0			
8 Excess distributions carryover from 2001 not applied on line 5 or line 7 (see page 28 of the instructions)	794,417			
9 Excess distributions carryover to 2007. Subtract lines 7 and 8 from line 6a	1,340,299			
10 Analysis of line 9:				
a Excess from 2002	638,745			
b Excess from 2003	432,491			
c Excess from 2004				
d Excess from 2005	139,200			
e Excess from 2006	129,863			

Part XIV Private Operating Foundations (see page 28 of the instructions and Part VII-A, question 9)

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2006, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test rolled upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

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

Jeffrey E. Epstein

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number of the person to whom applications should be addressed:
-
- b** The form in which applications should be submitted and information and materials they should include:
-
- c** Any submission deadlines:
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
-

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>Statement 6</p>				
Total				▶ 3a 1,186,000
<p>b <i>Approved for future payment</i></p>				
Total				▶ 3b 0

THE C.O.U.Q. FOUNDATION, INC.
13-3996471
FORM 990-PF - Y/E 2/28/07

STATEMENT 1

Part I, Line 11
Other Income

Second City Capital Partners I, LP	
K-1 Entity	94,468
Prior period adjustment	<u>190,000</u>
	<u>284,468</u>

STATEMENT 2

Part I, Line 16(c)
Other Professional Fees

Consulting	50,000
Second City Capital Partners I, L.P.	
K-1 Entity	<u>120,000</u>
Total	<u>170,000</u>

THE C.O.U.Q. FOUNDATION, INC.
13-3996471
FORM 990-PF - Y/E 2/28/07

STATEMENT 3

Part I, Line 23
Other Expenses

Second City Capital Partners L.P. K-1 entity	1,926
Filing Fees	1,003
Professional fees - Second City Capital Partners L.P. K-1 entity	6,556
Bad debt expense - Second City Capital Partners L.P. K-1 entity	<u>582,151</u>
Total	<u><u>591,636</u></u>

THE C.O.U.Q. FOUNDATION, INC.
EIN 13-3996471
FORM 990-PF - Y/E 2/28/07

STATEMENT 4

Part II, Line 13
Other Investments

	<u>Book Value</u>	<u>Fair Market Value</u>
Bear Stearns Asset Backed Securities Partners LP	7,289,911	11,870,413
Second City Capital Partners I, LP	<u>6,136,808</u>	<u>6,144,653</u>
	<u>13,426,719</u>	<u>18,015,066</u>

STATEMENT 5

Part IV, Line 2
Capital Gain Net Income (Loss)

Second City Capital Partners I, LP K-1 entity	<u>(52,333)</u>
--------------------------------------------------	-----------------

THE C.O.U.Q. FOUNDATION INC.
13-3996471
FORM 990-PF Y/E 2/28/07

PART I, LINE 25 AND PART XV
CONTRIBUTIONS PAID

<u>Date</u>	<u>Name</u>	<u>Amount</u>	<u>Purpose</u>
3/7/2006	Stockholm School of Economics	25,000	Unrestricted
5/3/2006	The Continium Center for Health & Hearing	25,000	Unrestricted
5/30/2006	Hunter College	3,000	Scholarship
6/1/2006	Martha Graham Dance Company	10,000	Scholarship
6/14/2006	Little Flower Children's Services	10,000	Unrestricted
6/28/2006	Robin Hood	50,000	Unrestricted
7/12/2006	Ballet Florida	20,000	Unrestricted
7/18/2006	Georgia Southern University	10,000	Scholarship
7/18/2006	William J. Clinton Foundation	25,000	Unrestricted
8/10/2006	Freestate Shooters	25,000	Unrestricted
8/11/2006	Zvi Tzedakah Fund	100,000	Unrestricted
9/1/2006	Institute of International Education	100,000	Unrestricted
9/6/2006	Alliance for Lupus Research	5,000	Unrestricted
9/8/2006	Happy Hearts Fund	100,000	Unrestricted
9/27/2006	Ovarian Cancer Research Fund	50,000	Unrestricted
10/3/2006	The Trilateral Commission	50,000	Unrestricted
10/5/2006	Faith in The Future, Inc.	5,000	Unrestricted
10/5/2006	National Council of Jewish Women	5,000	Unrestricted
11/10/2006	The Institute for Music & Brain Science	25,000	Unrestricted
11/16/2006	President and Fellows of Harvard College	100,000	Unrestricted
11/27/2006	Santa Fe Institute	75,000	Unrestricted
1/17/2007	Ballet Florida	15,000	Unrestricted
1/18/2007	Save Darfur Coalition	150,000	Unrestricted
2/7/2007	Stockholm School of Economics	50,000	Unrestricted
2/21/2007	Saint Peter's Prep	3,000	Unrestricted
2/22/2007	Scholar Rescue Fund	150,000	Unrestricted
		<u>1,186,000</u>	

Form **8868**
 (Rev. April 2007)
 Department of the Treasury
 Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization THE C.O.U.Q. FOUNDATION, INC.	Employer identification number 13 3996471
	Number, street, and room or suite no. If a P.O. box, see instructions. c/o [REDACTED] 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	

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

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

• The books are in the care of ▶ **Harry Beller**

Telephone No. ▶ ([REDACTED]) **750-9895** FAX No. ▶ ([REDACTED]) **750-2408**

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

1 I request an automatic 3-month (6 months for a section 501(c) corporation required to file Form 990-T) extension of time until **October 15**, 20**07**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 20____ or
 ▶ tax year beginning **March 1**, 20**06**, and ending **February 28**, 20**07**.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	8,000
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	18,872
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Cat No 27916D

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

- If you are 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 extension on a previously filed Form 8868.
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

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

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization THE C.O.U.Q. FOUNDATION, INC.	Employer identification number 13 3996471
	Number, street, and room or suite no. If a P.O. box, see instructions c/o [REDACTED] ASSOCIATES, 110 EAST 59TH STREET	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions. NEW YORK, NY 10022	

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

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

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

- The books are in the care of **HARRY BELLER**
Telephone No. **() 750-9895** FAX No. **() 750-2408**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until JANUARY 15, 2008
- 5 For calendar year, or other tax year beginning MARCH 1, 2006, and ending FEBRUARY 28, 2007
- 6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension CERTAIN INFORMATION NECESSARY FOR A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$ 8,000
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$ 18,872
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$ 0

Signature and Verification

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

Signature _____ Title _____ Date _____

Notice to Applicant. (To Be Completed by the IRS)

- We have approved this application. Please attach this form to the organization's return.
- We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested.
- Other _____

Director _____ By _____ Date _____

Alternate Mailing Address. Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	Name
	Number and street (include suite, room, or apt. no.) or a P.O. box number
	City or town, province or state, and country (including postal or ZIP code)

Division of Corporations
N07000010684

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000269606 3)))



H070002696063ABC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCR000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

FILED
2007 NOV -1 PM 4: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

The Florida Science Foundation, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

T. Burch NOV 2 2007

<https://efile.sunbiz.org/scripts/efilcovr.exe>

11/1/2007

PAGE 01/04

CT CORPORATION SYSTEM

8508785926

11/01/2007 11:41

EFTA00224435

**ARTICLES OF INCORPORATION
OF
THE FLORIDA SCIENCE FOUNDATION, INC.
In Compliance with Chapter 617, F.S. (Not for Profit)**

FIRST: The name of the corporation is The Florida Science Foundation, Inc. (the "Foundation")

SECOND: The principal place of business and mailing address of the Foundation shall be 250 Australian Avenue, Suite 1400, West Palm Beach, Florida 33418.

THIRD: The Foundation is a Not for Profit corporation organized and operated exclusively for one or more charitable, religious, literary, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance of such purposes, the Foundation will provide financial support through grants to organizations organized for the purposes described in Section 501(c)(3) of the Code, including those involved with the fields of science and research. Also in furtherance of such purposes, the Foundation may from time to time establish programs to award scholarship and research grants to qualified individuals on an objective and non-discriminatory basis. The Foundation intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Code.

The Foundation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual or individuals, provided that nothing herein shall prevent the Foundation from paying reasonable compensation to any person for services rendered to or for the Foundation in furtherance of one or more of its purposes.

No substantial part of the activities of the Foundation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code whether pursuant to an election under Section 501(h) of the Code or otherwise; and no part of the activities of the Foundation shall be devoted to participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The Corporation shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

No private individual or individuals shall be entitled to share in the distribution of the Foundation's property or assets in the event of the dissolution or winding up of the Foundation, whether voluntary or involuntary. In such event, all of the assets and property of the Foundation remaining after the proper payment of expenses and the satisfaction of all liabilities shall be

distributed in accordance with the Florida Not for Profit Corporation Act, as it may be amended, to further the not for profit purposes of the Foundation and/or to such charitable and educational organizations as shall qualify under Section 501(c)(3) of the Code.

As long as the Foundation is a private foundation as defined in Section 509(a) of the Code, Section 617.0835 of the Florida Not for Profit Corporation Act (or any successor provision thereto) shall be applicable to the Foundation.

Subject to the foregoing limitations and exclusively in furtherance of the Foundation's charitable, religious, literary, scientific and educational purposes within the meaning of Section 501(c)(3) of the Code, the Foundation shall have the power to engage in any lawful activity in which a corporation organized in the State of Florida may lawfully engage.

FOURTH: The direction and management of the affairs of the Foundation, and the control and disposition of its property and funds, shall be invested in the Board of Directors of the Foundation. The qualification election, tenure, powers and duties of the directors of the Foundation shall be as provided in the Bylaws of the Foundation. Elections of the directors of the Foundation need not be by written ballot unless the Bylaws of the Foundation shall so provide.

FIFTH: The names and Florida street address of the initial Registered Agent of the Foundation are CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

SIXTH: The name and address of the Incorporator of the Foundation are Darren K. Indyke, Esq., 457 Madison Avenue, 4th Floor, New York, New York 10022.

SEVENTH: The Foundation shall have perpetual existence.

EIGHTH: The Foundation shall have no members.

NINTH: The Foundation shall have no capital stock.

TENTH: In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors of the Foundation, by an affirmative vote of not less than a majority of the directors of the Board of Directors of the Foundation, is expressly authorized, from time to time, to make, adopt, alter or repeal the Bylaws and regulations of the Foundation for the orderly operation of the Foundation.

ELEVENTH: The Foundation shall indemnify, to the fullest extent permitted by applicable law, the directors, officers and employees of the Foundation. The Foundation may obtain appropriate liability insurance for the benefit of its officers and directors covering acts or omissions by such officers and directors.

TWELFTH: In furtherance of the purposes for which it is being organized, the Foundation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute; provided,

however, that no amendment, alteration, change, or repeal shall be allowed to authorize the Board of Directors of the Foundation to manage the property of the Foundation or to conduct the affairs of the Foundation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Code.

THIRTEENTH: The books of the Foundation may be kept (subject to any applicable provision of law) outside the State of Florida at such place or places as may be designated from time to time by the Board of the Foundation or in the Bylaws of the Foundation.

FOURTEENTH: Any reference herein to a Section of the Code shall be deemed to include a reference to the corresponding provisions, if any, of any future internal revenue law.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

CT CORPORATION SYSTEM

Hillary England
Assistant Secretary

By: *[Signature]*
Signature/Registered Agent

10/30/07
Date

[Signature]
Signature/Incorporator

10-31-07
Date