

**Return of Private Foundation**

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

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**2018**

Open to Public Inspection

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

For calendar year 2018 or tax year beginning , and ending

Name of foundation <b>THE STARR FOUNDATION</b>		<b>A Employer identification number</b>  ●●*: *__** - ***1545
Number and street (or P.O. box number if mail is not delivered to street address) <b>399 PARK AVENUE, 3RD FLOOR</b>	Room/suite	<b>B Telephone number</b> (212) 909-3600
City or town, state or province, country, and ZIP or foreign postal code <b>NEW YORK, NY 10022</b>		<b>C</b> If exemption application is pending, check here ... <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here .... <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation ..... <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>1,394,342,523.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received .....	71,557.			
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments .....				
	<b>4</b> Dividends and interest from securities .....	33,974,403.	33,374,922.		STATEMENT 4
	<b>5a</b> Gross rents .....				
	<b>b</b> Net rental income or (loss) .....				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 .....	95,143,832.			
	<b>b</b> Gross sales price for all assets on line 6a .....	444,939,715.			
	<b>7</b> Capital gain net income (from Part IV, line 2) .....		95,143,832.		
	<b>8</b> Net short-term capital gain .....				
	<b>9</b> Income modifications .....				
	<b>10a</b> Gross sales less returns and allowances .....				
<b>b</b> Less: Cost of goods sold .....					
<b>c</b> Gross profit or (loss) .....					
<b>11</b> Other income .....	<1,776,305.>	<2,592,963.>	0.	STATEMENT 5	
<b>12 Total.</b> Add lines 1 through 11 .....	127,413,487.	125,925,791.	0.		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc. ....	1,061,413.	265,353.	0.	796,060.
	<b>14</b> Other employee salaries and wages .....	348,875.	87,219.	0.	261,656.
	<b>15</b> Pension plans, employee benefits .....	329,160.	82,290.	0.	246,870.
	<b>16a</b> Legal fees ..... STMT 6	21,427.	0.	0.	21,427.
	<b>b</b> Accounting fees ..... STMT 7	103,162.	5,158.	0.	98,004.
	<b>c</b> Other professional fees ..... STMT 8	5,107,423.	4,858,062.	0.	249,361.
	<b>17</b> Interest .....	2,954,470.	1,428,400.	0.	0.
	<b>18</b> Taxes ..... STMT 9	1,409,437.	751,071.	0.	58,218.
	<b>19</b> Depreciation and depletion .....	92,976.	0.	0.	
	<b>20</b> Occupancy .....				
	<b>21</b> Travel, conferences, and meetings .....	95,261.	0.	0.	95,261.
	<b>22</b> Printing and publications .....				
	<b>23</b> Other expenses ..... STMT 10	8,028,293.	6,699,005.	0.	849,233.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 .....	19,551,897.	14,176,558.	0.	2,676,090.
	<b>25</b> Contributions, gifts, grants paid .....	81,911,533.			81,911,533.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 .....	101,463,430.	14,176,558.	0.	84,587,623.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements ...	25,950,057.				
<b>b Net investment income</b> (if negative, enter -0-) .....		111,749,233.			
<b>c Adjusted net income</b> (if negative, enter -0-) .....			0.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		1,446,669.	2,910,689.	2,910,689.
	2	Savings and temporary cash investments		56,734,142.	63,102,758.	63,102,758.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations	STMT 13	0.	140,483,178.	141,101,266.
	b	Investments - corporate stock	STMT 14	643,369,434.	526,347,645.	669,434,666.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 15	524,107,587.	519,792,196.	513,628,507.	
14	Land, buildings, and equipment: basis	3,339,446.				
	Less: accumulated depreciation	STMT 16	1,918,704.	1,491,450.	1,420,742.	
15	Other assets (describe REDEMPTION RECEIVABLE)		1,935,847.	2,743,895.	2,743,895.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,229,085,129.	1,256,801,103.	1,394,342,523.	
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				
	22	Other liabilities (describe STATEMENT 17)		89,237.	84,039.	
23	<b>Total liabilities</b> (add lines 17 through 22)		89,237.	84,039.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		1,228,995,892.	1,256,717,064.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	<b>Total net assets or fund balances</b>		1,228,995,892.	1,256,717,064.		
31	<b>Total liabilities and net assets/fund balances</b>		1,229,085,129.	1,256,801,103.		

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	1,228,995,892.
2	Enter amount from Part I, line 27a	2	25,950,057.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 12	3	1,771,115.
4	Add lines 1, 2, and 3	4	1,256,717,064.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,256,717,064.

**Part IV Capital Gains and Losses for Tax on Investment Income**

SEE ATTACHED STATEMENTS

(a) List and describe the kind(s) of property sold (for example, 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 444,939,715.		349,795,883.	95,143,832.

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			95,143,832.

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	95,143,832.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 .....	3	N/A

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	75,569,605.	1,355,359,310.	.055756
2016	59,204,361.	1,273,468,570.	.046491
2015	82,252,235.	1,323,243,195.	.062160
2014	82,217,027.	1,413,065,709.	.058183
2013	85,739,685.	1,316,038,233.	.065150

2 Total of line 1, column (d) .....	2	.287740
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years .....	3	.057548
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5 .....	4	1,737,975,128.
5 Multiply line 4 by line 3 .....	5	100,016,993.
6 Enter 1% of net investment income (1% of Part I, line 27b) .....	6	1,117,492.
7 Add lines 5 and 6 .....	7	101,134,485.
8 Enter qualifying distributions from Part XII, line 4 .....	8	84,587,623.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,234,985.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	2,234,985.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	2,234,985.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	1,327,572.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	780,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	2,107,572.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	127,413.	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10		
11 Enter the amount of line 10 to be: <b>Credited to 2019 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on <b>Form 990-T</b> 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 <i>General Instruction T</i> .		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 foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> <u>NY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. 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

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 containing questions about controlled entities, distributions, public inspection requirements, website address, books in care, and nonexempt charitable trusts.

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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b containing questions about disqualifying acts, taxes on failure to distribute income, and excess business holdings.

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

		Yes	No
<b>5a</b> 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))? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
(3) Provide a grant to an individual for travel, study, or other similar purposes? <span style="float:right"><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</span>			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions <span style="float:right"><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</span>			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
<b>b</b> If any answer is "Yes" to 5a(1)-(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions <span style="float:right"><input type="checkbox"/></span> Organizations relying on a current notice regarding disaster assistance, check here <span style="float:right"><input type="checkbox"/></span>	<b>5b</b>		X
<b>c</b> 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? <span style="float:right"><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</span> If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> If "Yes" to 6b, file Form 8870.	<b>6b</b>		X
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? <span style="float:right">N/A</span>	<b>7b</b>		
<b>8</b> Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>			

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

**1 List all officers, directors, trustees, and foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STATEMENT 36 ATTACHED				
	0.00	1,061,413.	142,265.	17,962.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOANNA BAGINSKI 399 PARK AVE, NY, NY 10022	BOOKKEEPER 35.00	61,521.	31,779.	267.
ABIGAIL OPOKU-AGYEMANG 399 PARK AVE, NY, NY 10022	ASSOCIATE PROGRAM OFFICER 35.00	73,516.	16,282.	3,325.
JUDITH RENNER 399 PARK AVE, NY, NY 10022	ASSOCIATE PROGRAM OFFICER 35.00	73,853.	15,108.	154.
MICHAEL GARLINO 399 PARK AVE, NY, NY 10022	GRANTS ADMINISTRATION ASSISTANT 35.00	53,255.	14,200.	767.
ELIZABETH FARRELL 399 PARK AVE, NY, NY 10022	EXECUTIVE ASSOCIATE 35.00	57,280.	7,090.	0.
<b>Total</b> number of other employees paid over \$50,000 <span style="float:right"><input type="checkbox"/></span>				0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ROCKEFELLER & CO., INC. 30 ROCKEFELLER PLAZA, NEW YORK, NY 10112	INVESTMENT ADVISORY SERVICES	957,551.
IRIDIAN MANAGEMENT 276 POST ROAD WEST, WESTPORT, CT 06880	INVESTMENT ADVISORY SERVICES	585,378.
JACKSON SQUARE PARTNERS - 101 CALIFORNIA STREET, SAN FRANCISCO, CA 94111	INVESTMENT ADVISORY SERVICES	411,784.
COHEN & STEERS CAPTIAL MANAGMENT INC 280 PARK AVENUE, NEW YORK, NY 10017	INVESTMENT ADVISORY SERVICES	296,276.
LAZARD ASSET MANAGEMENT LLC PO BOX 5394, NEW YORK, NY 10001	INVESTMENT ADVISORY SERVICES	194,280.
<b>Total</b> number of others receiving over \$50,000 for professional services		0

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

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

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities .....	1a	974,164,429.
b	Average of monthly cash balances .....	1b	175,307,928.
c	Fair market value of all other assets .....	1c	707,155,069.
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	1,856,627,426.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) .....	1e	0.
2	Acquisition indebtedness applicable to line 1 assets .....	2	92,185,672.
3	Subtract line 2 from line 1d .....	3	1,764,441,754.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	26,466,626.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	1,737,975,128.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	86,898,756.

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

1	Minimum investment return from Part X, line 6 .....	1	86,898,756.
2a	Tax on investment income for 2018 from Part VI, line 5 .....	2a	2,234,985.
b	Income tax for 2018. (This does not include the tax from Part VI.) .....	2b	
c	Add lines 2a and 2b .....	2c	2,234,985.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	84,663,771.
4	Recoveries of amounts treated as qualifying distributions .....	4	0.
5	Add lines 3 and 4 .....	5	84,663,771.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	84,663,771.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 .....	1a	84,587,623.
b	Program-related investments - total from Part IX-B .....	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes .....	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required) .....	3a	
b	Cash distribution test (attach the required schedule) .....	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4 .....	4	84,587,623.
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 .....	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	84,587,623.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.



**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
<b>1</b> Distributable amount for 2018 from Part XI, line 7 .....				84,663,771.
<b>2</b> Undistributed income, if any, as of the end of 2018:				
<b>a</b> Enter amount for 2017 only .....			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2018:				
<b>a</b> From 2013 .....	85,739,685.			
<b>b</b> From 2014 .....	13,534,804.			
<b>c</b> From 2015 .....	17,990,901.			
<b>d</b> From 2016 .....				
<b>e</b> From 2017 .....	9,498,029.			
<b>f</b> Total of lines 3a through e .....	126,763,419.			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 84,587,623.				
<b>a</b> Applied to 2017, but not more than line 2a ...			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) ...		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) .....	0.			
<b>d</b> Applied to 2018 distributable amount .....				84,587,623.
<b>e</b> Remaining amount distributed out of corpus .....	0.			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	76,148.			76,148.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 .....	126,687,271.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b .....		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed .....		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions .....		0.		
<b>e</b> Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
<b>f</b> Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019 .....				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) .....	0.			
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7 .....	85,663,537.			
<b>9</b> Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a .....	41,023,734.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2014 ...	13,534,804.			
<b>b</b> Excess from 2015 ...	17,990,901.			
<b>c</b> Excess from 2016 ...				
<b>d</b> Excess from 2017 ...	9,498,029.			
<b>e</b> Excess from 2018 ...				

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 37 ATTACHED

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

SEE STATEMENT 37 ATTACHED

**c** Any submission deadlines:

N/A

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

N/A

**Part XV** **Supplementary Information** *(continued)*

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
BREWSTER CENTRAL SCHOOL DISTRICT 30 FARM TO MARKET ROAD BREWSTER, NY 10509	NONE	PC	TO HELP ACTIVITIES OF VAR PUBLIC CHAR INST WHICH ARE EXEMPT UNDER 501 (C)(3)	75,000.
INSTITUTE OF INTERNATIONAL EDUCATION 809 UNITED NATIONS PLAZA NEW YORK, NY 10017	NONE	PC	TO HELP ACTIVITIES OF VAR PUBLIC CHAR INST WHICH ARE EXEMPT UNDER 501 (C)(3)	279,350.
SEE ATTACHED SCHEDULES A	NONE	PC	TO HELP ACTIVITIES OF VAR PUBLIC CHAR INST WHICH ARE EXEMPT UNDER 501 (C)(3)	15,944,340.
SEE ATTACHED SCHEDULES B	NONE	PC	TO HELP ACTIVITIES OF VAR PUBLIC CHAR INST WHICH ARE EXEMPT UNDER 501 (C)(3)	65,612,843.
<b>Total</b> .....				<b>3a</b> 81,911,533.
<b>b Approved for future payment</b>				
SEE ATTACHED SCHEDULES A	NONE	PC	TO HELP ACTIVITIES OF VAR PUBLIC CHAR INST WHICH ARE EXEMPT UNDER 501 (C)(3)	38,870,000.
SEE ATTACHED SCHEDULES B	NONE	PC	TO HELP ACTIVITIES OF VAR PUBLIC CHAR INST WHICH ARE EXEMPT UNDER 501 (C)(3)	121,456,000.
<b>Total</b> .....				<b>3b</b> 160,326,000.





**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 ADJUSTMENT FOR PRIOR YEAR PENDING SALES IRIDIAN ASSETS	P	VARIOUS	VARIOUS
b BASIS ADJUSTMENT ON SALE OF SUBURBAN PROPANE		VARIOUS	VARIOUS
c BASIS ADJUSTMENT ON SALE OF WILLIAMS PARTNERS		VARIOUS	VARIOUS
d COST BASIS ADJUSTMENT FROM ONEOK INC	P	VARIOUS	VARIOUS
e COST BASIS ADJUSTMENT FROM TARGA RESOURCES	P	VARIOUS	VARIOUS
f FROM PASS-THROUGH ENTITIES	P	VARIOUS	VARIOUS
g FROM PASS-THROUGH ENTITIES	P	VARIOUS	VARIOUS
h GAIN ON REDEMPTION OF MARINER TRICADIA	P	VARIOUS	VARIOUS
i GAIN ON SALE OF GENERAL ATLANTIC PARTNERS 91B	P	VARIOUS	VARIOUS
j GAIN ON SALE OF WCP REAL ESTATE STRATEGIES	P	VARIOUS	VARIOUS
k GAIN ON SALE OF WILLIAMS PARTNERS		VARIOUS	VARIOUS
l LOSS ON SALE OF DW CATALYST ONSHORE FUND LP	P	VARIOUS	VARIOUS
m LOSS ON SALE OF GENERAL ATLANTIC PARTNERS 83	P	VARIOUS	VARIOUS
n LOSS ON SALE OF HILLCREST FUND LP	P	VARIOUS	VARIOUS
o LOSS ON SALE OF SUBURBAN PROPANE		VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		16,070.	<16,070.>
b	8,803.		8,803.
c	3,195,993.		3,195,993.
d		30,674.	<30,674.>
e		706,160.	<706,160.>
f	45,380,725.		45,380,725.
g	4,192,873.		4,192,873.
h	25,711.		25,711.
i	3.		3.
j	1,437,705.		1,437,705.
k	240,892.		240,892.
l		474,794.	<474,794.>
m		8,671.	<8,671.>
n		2,681,433.	<2,681,433.>
o		325,414.	<325,414.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<16,070.>
b			8,803.
c			3,195,993.
d			<30,674.>
e			<706,160.>
f			45,380,725.
g			4,192,873.
h			25,711.
i			3.
j			1,437,705.
k			240,892.
l			<474,794.>
m			<8,671.>
n			<2,681,433.>
o			<325,414.>

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

**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 LOSS ON SALE OF WLR IV EXCO AIV TWO	P	VARIOUS	VARIOUS
b OMEGA OVERSEAS LTD	P	VARIOUS	VARIOUS
c ORDINARY GAIN ON SALE OF SUBURBAN PROPANE		VARIOUS	VARIOUS
d ORDINARY GAIN ON SALE OF WILLIAMS PARTNERS		VARIOUS	VARIOUS
e SEE STATEMENT D-1	P	VARIOUS	VARIOUS
f SEE STATEMENT D-2	P	VARIOUS	VARIOUS
g SEE STATEMENT D-3	P	VARIOUS	VARIOUS
h SEE STATEMENT D-4	P	VARIOUS	VARIOUS
i SEE STATEMENT D-5	P	VARIOUS	VARIOUS
j SEE STATEMENT D-5	P	VARIOUS	VARIOUS
k SEE STATEMENT D-6	P	VARIOUS	VARIOUS
l SEE STATEMENT D-6	P	VARIOUS	VARIOUS
m SEE STATEMENT D-7	P	VARIOUS	VARIOUS
n SEE STATEMENT D-8	P	VARIOUS	VARIOUS
o SEE STATEMENT D-8	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		2,577.	<2,577.>
b	1,994,630.		1,994,630.
c	316,330.		316,330.
d	7,245,491.		7,245,491.
e	50,357,483.	50,919,261.	<561,778.>
f	26,600,854.	15,966,536.	10,634,318.
g	37,365,851.	25,705,680.	11,660,171.
h	87,772,578.	83,481,106.	4,291,472.
i	2,517,377.		2,517,377.
j	60,200.		60,200.
k	103,660,344.	96,478,905.	7,181,439.
l	176,413.	4,521,178.	<4,344,765.>
m	67,027,020.	63,972,533.	3,054,487.
n	722,424.		722,424.
o	135,124.		135,124.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<2,577.>
b			1,994,630.
c			316,330.
d			7,245,491.
e			<561,778.>
f			10,634,318.
g			11,660,171.
h			4,291,472.
i			2,517,377.
j			60,200.
k			7,181,439.
l			<4,344,765.>
m			3,054,487.
n			722,424.
o			135,124.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8 .....

3

**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 SEE STATEMENT D-5	P	VARIOUS	VARIOUS
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,504,891.		4,504,891.	0.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) ..... { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } .....	2	95,143,832.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 .....	3	N/A



**Schedule B**

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2018**

Name of the organization

THE STARR FOUNDATION

Employer identification number

●●\*: \*\_\_\*\* - \*\*\*1545

Organization type (check one):

**Filers of:**

**Section:**

Form 990 or 990-EZ

501(c)( ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ..... ▶ \$ \_\_\_\_\_

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

Name of organization  <b>THE STARR FOUNDATION</b>	Employer identification number  <b>●●*: *__** - ***1545</b>
---------------------------------------------------------	-------------------------------------------------------------------

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KWIE DING WANG  283 AVENUE C  NEW YORK, NY 10009	\$ 70,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	THE ESTATE OF TA CHU HSU  726 MADISON AVE  NEW YORK, NY 10065	\$ 1,557.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization  <b>THE STARR FOUNDATION</b>	<b>Employer identification number</b>  ●●*: *__** - ***1545
---------------------------------------------------------	-------------------------------------------------------------------

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization  THE STARR FOUNDATION	Employer identification number  ●●*: *__** - ***1545
--------------------------------------------------	------------------------------------------------------------

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

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